

M E M O R A N D U M

January 28, 2011

TO: Transportation, Infrastructure, Energy and Environment Committee

FROM: Glenn Orlin, Deputy Council Staff Director

SUBJECT: Briefing—WMATA governance and improvements to safety

I. WMATA Governance

During the last several months there has been much analysis and discussion regarding potential changes to the governance structure of the Washington Metropolitan Area Transit Authority (WMATA). Three reports on the subject have been published within the past two months. This worksession is an opportunity for the Committee to hear briefings on each report and to begin the local discussion leading to joint Council/Executive set of recommendations on WMATA governance to be presented to the Governor and the members of the WMATA compact.

The reports and the respective presenters are:

Moving Metro Forward: Report of the Joint WMATA Governance Review Task Force, sponsored by the Greater Washington Board of Trade and the Metropolitan Washington Council of Governments, November 17, 2010 (©1-38)

- **Jim Dinegar**, President, Greater Washington Board of Trade
- **Dave Robertson**, Executive Director, Metropolitan Washington Council of Governments

Report on Governance of the Washington Metropolitan Area Transit Authority, WMATA Riders' Advisory Council, December 1, 2010 (©39-82)

- **Frank DeBernardo**, Chair, WMATA Riders' Advisory Council

Transforming Governance of the Washington Metropolitan Area Transit Authority, by the Mayor of the District of Columbia, the Governors of Maryland and Virginia, and Secretaries of the three Departments of Transportation, January 7, 2011 (©83-96)

- **Andy Scott**, Special Assistant to the Secretary, Maryland Department of Transportation

These presenters will be joined by **Peter Benjamin**, the current WMATA Board Chairman and Member (appointed by the Governor), and by **Kathy Porter**, the recently appointed Alternate to the Board appointed by the Executive and confirmed by the Council.

On January 27 the WMATA Board revised its procedures to incorporate two of the recommendations. It selected Richard Sarles as the new General Manager, it also designated the position heretofore as "General Manager/Chief Executive Officer." It also deleted the provision requiring that the Board's officers be rotated annually.

II WMATA Safety Improvements

Chairman Berliner has requested an update on how WMATA is working to improve safety on Metrorail and Metrobus. James Dougherty, WMATA's Chief Safety Officer, will brief the Committee. His presentation is on ©97-106.

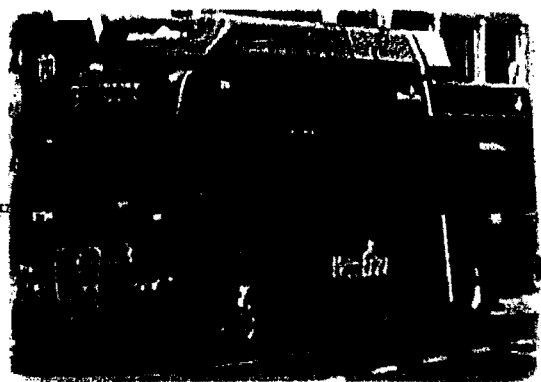
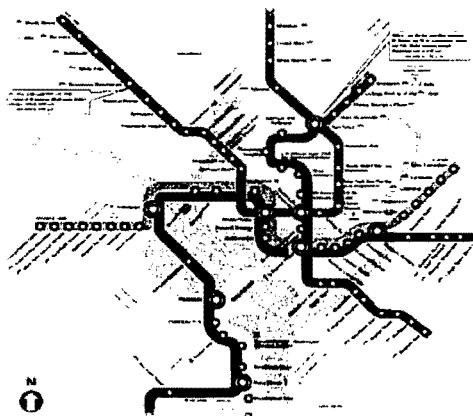
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November 17, 2010

Moving Metro Forward

Report of the Joint WMATA Governance Review Task Force



Sponsors:

Greater Washington Board of Trade

Metropolitan Washington Council of Governments

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Executive Summary

A growing number of area leaders and industry experts believe that significant shortcomings in the Washington Metropolitan Area Transit Authority's (WMATA) governance structure have contributed to a serious decline in Metro's performance, as evidenced by fatal accidents, escalator and elevator outages, and unsatisfactory service reliability. Declining public confidence in the ability of the Metro system to meet the region's needs has become a major concern for regional leaders in both the public and private sectors.

In June 2010, the Greater Washington Board of Trade (BOT) and the Metropolitan Washington Council of Governments (COG) created a task force of 18 current and former elected officials, government managers, and business leaders to review the effectiveness of current governance arrangements for WMATA. The Joint WMATA Governance Review Task Force met 16 times between June and October and received input from 47 officials, stakeholders, and experts, including current and former WMATA Board members and General Managers. It also received public comment, reviewed scholarly articles and studies, and examined governance arrangements for WMATA and other transit and multi-state public sector organizations.

The current WMATA governance structure is based on the Interstate Compact signed in 1966 by the Governors of Maryland and Virginia and the Commissioners of the District of Columbia, which led to the formation of WMATA in 1967. The Compact has been amended seven times, most recently in 2009 when federal members were added to the WMATA Board to comply with a new federal-regional dedicated funding agreement.

A full examination of WMATA's governance must consider the following key entities.

Signatories – There are three Signatories to the Compact: the State of Maryland, the Commonwealth of Virginia, and the District of Columbia. They may amend the Compact with the consent of Congress.

Appointing Authorities – There are four Appointing Authorities defined in the Compact: for Maryland, the Washington Suburban Transit Commission (WSTC); for Virginia, the Northern Virginia Transportation Commission (NVTC); for the District of Columbia, the Council of the District of Columbia; and for the federal government, the General Services Administration (GSA). Each authority independently appoints two primary members and two alternate members to the WMATA Board.

Board of Directors – The Compact states that the Board is responsible for adopting a capital budget and a current expense budget, defining the service performed and the rates and fares charged, and appointing the General Manager and other officers of WMATA.

General Manager – The Compact states that the General Manager shall be the chief administrative officer of WMATA and, subject to policy direction by the Board, shall be responsible for all activities of WMATA.

Tri-State Oversight Committee (TOC) – The TOC was created by the Signatories in 1997 to provide safety oversight of rail systems not already regulated by the Federal Railroad Administration. The Signatories each appoint two representatives to the TOC.

The Task Force finds that what may have been an appropriate governance structure for WMATA to build a new transit system in the 1960s is not appropriate to operate today's mature system. Responsibilities are not clearly delineated among WMATA's governing entities. Board members are not selected in a coordinated process to ensure they collectively possess the right balance of attributes. The role of the Chair is not structured to provide strong leadership to the Board. The threat of using the veto and an unstable committee structure do not encourage effective decision-making. The current governance structure does not promote accountability or regional cohesion and, in a number of critical areas of governance, WMATA is out of step with the best practices employed by other leading transit authorities. Fundamental changes must be made for Metro to meet the region's needs.

To help restore Metro's high-performing, world-class reputation, the Task Force urges the enactment of the following recommendations. The central, overarching recommendation is that the Signatories and Appointing Authorities defined in the WMATA Compact should come together to form a WMATA Governance Commission to make necessary improvements to the authority's governance structure and hold the Board of Directors accountable for its performance. The Commission should include seven members:

- ❖ Maryland Governor
- ❖ Virginia Governor
- ❖ District of Columbia Mayor
- ❖ Washington Suburban Transit Commission Chair
- ❖ Northern Virginia Transportation Commission Chair
- ❖ District of Columbia Council Chair
- ❖ General Services Administration Administrator

The Task Force recommends that the WMATA Governance Commission take the following actions in the immediate future, working within the terms of the Compact:

- ❖ Clearly define the Board's responsibilities and set a uniform role description for Board members
- ❖ Clearly define the Chair's responsibilities and role description
- ❖ Agree to and implement a coordinated process for appointing a WMATA Board with the right balance of attributes to serve Metro and the region
- ❖ Introduce staggered, 4-year terms, including a maximum of one renewal, for all Board members
- ❖ Develop a uniform compensation policy for all Board members to address inconsistencies in the current arrangements

The Task Force recommends that the WMATA Board take the following actions in the immediate future to improve the functionality of the Board and its relationship with the General Manager and WMATA staff:

- ❖ Define the General Manager as WMATA's Chief Executive Officer and give him or her clear authority and autonomy to oversee day-to-day management of WMATA
- ❖ Restore the role of alternate members to that stated in the Compact, which provides for their participation only when primary members are absent
- ❖ End the custom of annual rotation of the Chairmanship and select a regionally-focused Chair from among its membership
- ❖ Increase the term of the Chair from one to two years
- ❖ Adopt a policy to limit use of the veto to matters relating to the budget or to system expansion
- ❖ Adopt a policy that all changes in committees and procedures require a majority vote of the Board and establish a formal committee structure with committees on governance, safety, and customer relations at a minimum
- ❖ Develop an orientation process and other leadership activities for Board members

The Task Force recommends that the Signatories to the WMATA Compact initiate action to make the following changes to the Compact:

- ❖ Give the Appointing Authorities greater flexibility to select the most qualified Board members, whether they be elected or non-elected
- ❖ Eliminate the role of alternates and increase the number of primary members from two to three for each Appointing Authority, resulting in a 12-member Board, with one member appointed by the Chief Executive of each Signatory
- ❖ Enable the WMATA Governance Commission to appoint a Chair from outside the Board's membership, agree on the compensation for the Chair, and increase the length of the Chair's term to four years
- ❖ Determine the appropriate role for the veto in WMATA's decision-making process, and give serious consideration to eliminating it entirely

The multi-state agreement that created WMATA and helped build a world-class transit system endures as a visionary example of regional leadership. In that spirit, the Task Force calls on today's leaders to demonstrate the same level of regional cooperation and commitment to improve WMATA's governance and ensure Metro's success in the coming decades.

Section 1: Introduction

1a. Issue Statement

Once considered a high-performing, world-class transit system, Metro has deteriorated in recent years, experiencing fatal accidents, management instability, overcrowded trains and buses, broken escalators, and unsatisfactory service reliability. A growing number of area leaders and industry experts believe the Washington Metropolitan Area Transit Authority's (WMATA) governance structure has significantly contributed to its current problems. **There is concern that Metro's troubling decline in performance will continue unless fundamental changes are made to improve governance, leadership, and accountability at WMATA.**

Concern over WMATA's governance is not new. In 1982, a study commissioned by the Greater Washington Research Center concluded that while the composition of the Board may have been appropriate to plan and construct Metrorail, "it is entirely unsuitable for overseeing the management of an operating transit system."

Some assert a lack of dedicated funding is the sole source of WMATA's problems. While dedicated funding for WMATA should be vigorously pursued, and regional leaders need to spearhead this effort, funding remains a serious challenge for most transit agencies, including those with dedicated funding. Given the economic downturn, transit agencies with dedicated funding tied to tax revenues are in difficult financial straits, yet they are not experiencing the same problems as WMATA.

In 2005, a panel sponsored by the Greater Washington Board of Trade (BOT), Metropolitan Washington Council of Governments (COG), and Federal City Council raised concerns about management effectiveness and accountability at WMATA. The panel, which helped secure a federal funding agreement for Metro, stressed that "progress in this regard will be critical in achieving public acceptance for new revenues."

In a March 2010 report requested by WMATA, former General Manager (GM) David Gunn noted a **"staggering loss" of talented staff members and poor morale**, illustrated by an absentee rate of more than 7.5 percent compared with an industry average of about 4 percent. Currently, WMATA is searching for a new GM to lead the \$2.2 billion-a-year agency of almost 11,000 employees. WMATA has had two GMs and two interim GMs in the past five years.

In an April 2010 report, the Congressional Research Service (CRS) highlighted concerns that **“the Board lacks the subject expertise and political independence” necessary to make the best decisions for WMATA.** At a time when WMATA needs leadership, news accounts have revealed poor attendance by Board members. In addition, more than a year after a Compact change added four federal members to the Board, two seats remain vacant.

In a June 2010 report on the fatal Fort Totten accident, the National Transportation Safety Board (NTSB) noted **“inadequate” and “ineffective” safety oversight by the WMATA Board and the Tri-State Oversight Committee.** The accident was not an aberration. NTSB Chairman Deborah Hersman highlighted an “anemic safety culture” and “layers of safety deficiencies” and said “Metro was on a collision course long before this accident.” Derailments of in-service trains have increased in the last decade, and eight Metrorail employees have died in the past five years.

Even as the system’s performance has declined, the region’s stake in Metro has grown considerably. Metro provides 1.2 million daily transit trips, reduces traffic congestion, improves air quality, attracts businesses and concentrated development around its stations, strengthens government tax bases, serves large numbers of visitors to the nation’s capital, and fulfills a key role in homeland security evacuation plans.

In response to the growing concerns about WMATA’s governance and because the region’s future success is so closely tied to Metro’s performance, the Board of Trade and Council of Governments created a Joint WMATA Governance Review Task Force.

1b. Mission of the Task Force

In June 2010, the Task Force commenced its work with a mission to recommend improvements in the transit agency’s governance to ensure the highest performing and sustainable transportation system for the Washington metropolitan area. The Task Force is composed of 18 current and former elected officials, government managers, and business leaders. It met 16 times between June and October and received input from 47 officials, stakeholders, and experts, including current and former WMATA Board members and General Managers. The Task Force also received public comment in an initial meeting and on COG’s website, reviewed scholarly articles and studies, and examined governance arrangements for WMATA and other transit and multi-state public sector organizations.

1c. Input from Regional Leaders, Stakeholders, and Other Individuals

The Task Force received input on WMATA and transit system governance from dozens of regional leaders, stakeholders, and other individuals.

U.S. Congress

Benjamin Cardin (MD)
Christopher Dodd (CT)
Barbara Mikulski (MD)
Mark Warner (VA)
Gerald Connolly (VA)
Donna Edwards (MD)
Dutch Ruppersberger (MD)
Frank Wolf (VA)
Tom Davis (VA)

WMATA Board Members

Peter Benjamin
Catherine Hudgins
Neil Albert
Mortimer Downey
Elizabeth Hewlett
Christopher Zimmerman
Jim Graham
Marcel Acosta
William Euille
Joe Alexander
Katherine Hanley
Emeka Moneme

State Transportation Secretaries/Directors

Sean Connaughton (VA)
Gabe Klein (DC)
Beverly Swaim-Staley (MD)
Pierce Homer (VA)
John Porcari (MD, current USDOT deputy director)
David Winstead (MD)

WMATA General Managers

Richard Sarles (Interim)
John Catoe
David Gunn
Richard White

Industry Experts

Gus Bauman, Of Counsel, Beveridge & Diamond, PC
Steve Bland, CEO, Port Authority of Allegheny County
Anthony Coscia, Chairman of the Board of Commissioners, Port Authority of New York and New Jersey
Lynn Hampton, President and CEO, Metropolitan Washington Airports Authority
Deborah Hersman, Chairman, National Transportation Safety Board
Les Sterman, Former Executive Director, East-West Gateway Council of Governments (St. Louis)
Jim Wilding, Former President and CEO, Metropolitan Washington Airports Authority
Michael Wilson, Senior Executive, Public Transportation, North America, Accenture

Stakeholders

Michael Brownell, Member, WMATA Accessibility Advisory Committee
Robert Chase, President, Northern Virginia Transportation Alliance
Francis DeBernardo, Chairman, WMATA Riders Advisory Council
Ben Ross, President, Action Committee for Transit
Stewart Schwartz, Executive Director, Coalition for Smarter Growth
Lateefah Williams, Policy and Legislative Director, ATU-Local 689

Academics

Chris Higgins, Master of Public Policy and Administration, McMaster University
Richard Soberman, Former Chair of Civil Engineering, University of Toronto

Italicized names indicate former position

Section 2: The Current State of WMATA Governance

2a. WMATA's Creation

In November 1966, President Lyndon B. Johnson signed a bill to create WMATA. Later that month, the Governors of Maryland and Virginia and Commissioners of the District of Columbia¹ signed the WMATA Compact, an interstate agreement to plan, develop, finance, and cause to be operated a comprehensive mass transit system for the Washington Metropolitan area. In 1967, WMATA was officially born.

Metrobus service began in 1973 when WMATA assumed the responsibility for operating four area bus systems. Metrorail started its first phase of operation in 1976; its original construction plan was completed in 2001. WMATA began its third transit service, MetroAccess, which provides paratransit service for people with disabilities, in 1994. Today, Metrorail is 106 miles and 86 stations, and a Dulles Rail extension will add 23 miles and 11 stations. Unlike its first five lines, WMATA is not constructing the Dulles Rail line—the Metropolitan Washington Airports Authority is serving that role—but WMATA will operate the line upon its completion.

The WMATA Compact has been amended seven times, but only one amendment caused a significant change to its governance structure. In 2009, federal members were added to the WMATA Board to comply with a new federal-regional dedicated funding agreement. Amendments may be adopted by legislative action of any of the Signatories that is concurred with by all of the other Signatories and consented to by Congress.

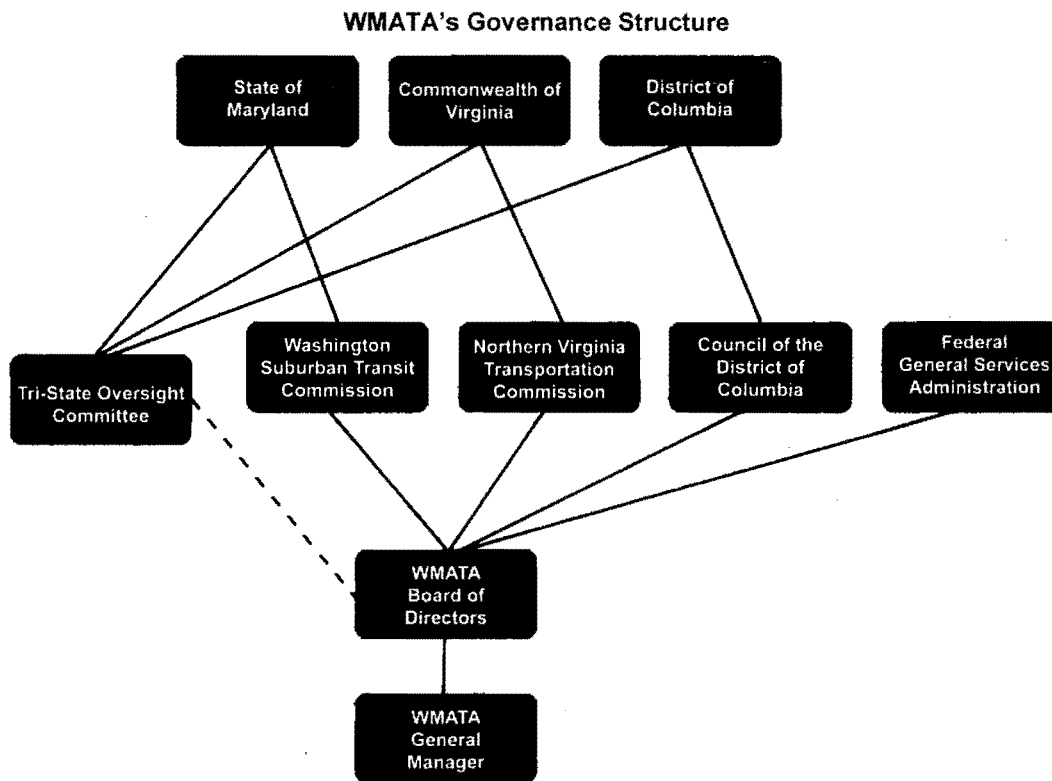
¹ Before home rule, the Board of Commissioners administered the District of Columbia. Today, the Mayor is the Chief Executive of the District of Columbia.

2b. WMATA's Governance Structure

The Compact sets out the organizational mission of WMATA as follows:

- ❖ Plan, develop, finance, and cause to be operated improved transit facilities in coordination with transportation and general development planning for the Zone² as part of a balanced regional system of transportation, using to their best advantage the various modes of transportation
- ❖ Coordinate the operation of the public and privately owned or controlled transit facilities, to the fullest extent practicable, into a unified regional transit system without unnecessarily duplicating service
- ❖ Serve such other regional purposes and perform such other regional functions as the signatories may authorize by appropriate legislation

A full examination of WMATA's governance must consider all the key players involved in governing the transit agency. To make changes to WMATA's governance structure, the following entities must be engaged:



² The Zone currently comprises Montgomery County and Prince George's County in Maryland; Alexandria, Arlington County, Fairfax, Fairfax County, Falls Church, and Loudoun County in Virginia; and the District of Columbia.

Signatories – There are three Signatories to the Compact: the State of Maryland, the Commonwealth of Virginia, and the District of Columbia. They may amend the Compact with the consent of Congress.

Appointing Authorities – There are four Appointing Authorities in the Compact: for Maryland, the Washington Suburban Transit Commission (WSTC); for Virginia, the Northern Virginia Transportation Commission (NVTC); for the District of Columbia, the Council of the District of Columbia; and for the federal government, the General Services Administration. Each authority independently appoints two primary members and two alternate members to the WMATA Board. These entities have different criteria for appointing members to the WMATA Board.

- ❖ The **WSTC** appoints its primary and alternate WMATA Board members from among its membership. Traditionally, WSTC members appointed by the Governor are appointed as the two primary WMATA Board members. WSTC members appointed by Montgomery County and Prince George's County are appointed as the WMATA alternates. WSTC's membership is composed of seven members—two are chosen by Montgomery County, two are chosen by Prince George's County, and three are chosen by the Governor with advice and consent from the State Senate.
- ❖ The **NVTC** appoints its primary and alternate WMATA Board members from among its membership. Traditionally, NVTC members from Arlington County and Fairfax County serve as the primary WMATA Board members, while NVTC members from Alexandria and Fairfax County serve as the WMATA alternates. NVTC's membership is mandated by state statute to comprise 20 state and local elected officials plus one member appointed by the State Secretary of Transportation.
- ❖ The **D.C. Council** traditionally appoints one elected official from among its membership and one appointed official from the Mayor's administration to serve as its primary WMATA Board members. The same arrangement is used for its alternate members.
- ❖ The federal **General Services Administration** appoints primary members and alternates to serve on the WMATA Board for the federal government. One of the primary members must be a regular passenger and customer of WMATA's bus or rail service. Two of these positions are currently unfilled.

Board of Directors (Board) – The Compact states that the Board is responsible for providing for its own organization and procedures, and annually adopting a capital budget and a current expense budget. Service performed and the rates and fares to be charged for such service are subject to the sole and exclusive jurisdiction of the Board. All WMATA officers are appointed and may be removed by the Board.

The Compact includes a number of provisions regarding the Board's structure:

- ❖ There shall be 16 members, with the four Appointing Authorities each selecting two directors and two alternate members
- ❖ Alternates shall act only in the absence of "their member"
- ❖ Members representing the State of Maryland and the Commonwealth of Virginia shall be appointed from among members of the appointing entity (the Washington Suburban Transit Commission and the Northern Virginia Transportation Commission respectively) for a coincident term to their membership of the appointing entity
- ❖ The Chairman and Vice Chairman shall be elected annually by members of the Board
- ❖ Decisions at Board meetings shall be made according to a majority vote, but at least one member or eligible alternate member from each signatory must vote affirmatively (commonly referred to as the jurisdictional veto)
- ❖ The Board shall set its own organization and procedures
- ❖ Members of the Board and alternates shall serve without compensation, but may be reimbursed for necessary expenses

There are several practices that have been adopted by the WMATA Board that are not specified in the Compact, but which are relevant to a discussion regarding WMATA's governance:

- ❖ The Board annually elects a Chair, Vice Chair, and Second Vice Chair and rotates these offices among the three signatory jurisdictions
- ❖ Full Board meetings are held once or twice each month; an Executive Session (closed to the public) is held prior to each meeting
- ❖ Committees, their Chairs, and their voting members (which include alternates) are determined annually by the Board Chair

-
- ❖ Six committees are defined in the 2010 Board Procedures: Finance and Administration; Policy, Program Development and Intergovernmental Relations; Joint Development and Real Estate; Jurisdictional Coordinating; Customer Service and Operations; and Safety and Security³
 - ❖ Committees meet at least once each month

It should be noted that no term limits for Board members are stipulated by the Compact, and none have been introduced as part of the Board's processes and procedures. However, the first federal members of the Board were appointed for terms of four years.

General Manager – The Compact states that the General Manager shall be the chief administrative officer of WMATA and, subject to policy direction by the Board, shall be responsible for all activities of WMATA.

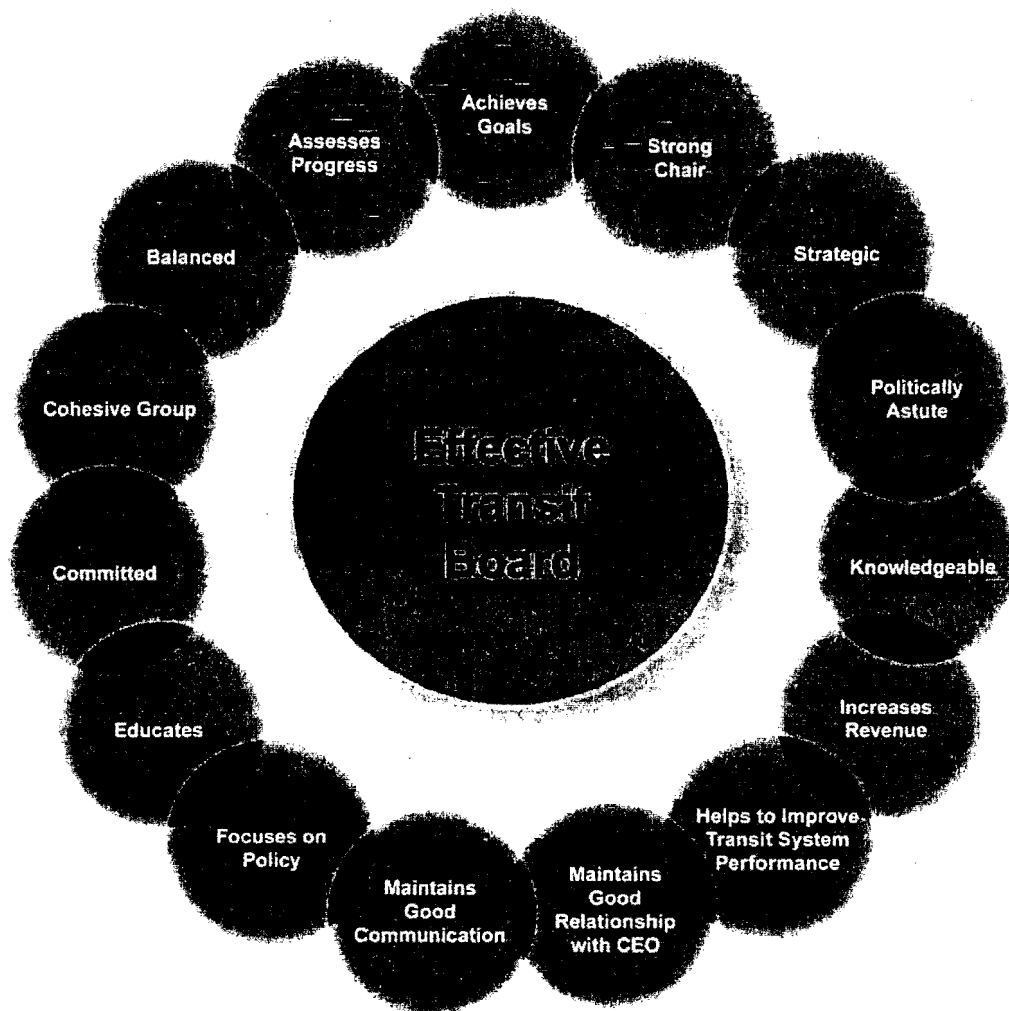
Tri-State Oversight Committee (TOC) – The Tri-State Oversight Committee (TOC) was created in 1997 in response to a federal regulation, which required specially designated state agencies to provide safety oversight of rail systems that were not already regulated by the Federal Railroad Administration. In locations where a rail system operates in more than one state, each of the affected states may designate its own oversight agency, or the states may collectively designate a single agency. Opting for the latter, the three WMATA Signatories signed a memorandum of understanding to establish the TOC. Each of the Signatories has two representatives. No special qualifications are required to serve on the committee.

Before the Fort Totten accident, the TOC met once per quarter, but it has since met more frequently. The TOC has no physical office location, and only one of its six members is assigned to work for the committee full-time. A majority vote is required for the TOC to take any official action, but its role is largely restricted to one of reviewing safety practices and procedures. The TOC cannot establish or enforce standards of performance for WMATA, nor can it force WMATA to comply with its own standards and procedures. In performing its oversight responsibilities, the TOC's primary activities include approving WMATA's system safety program plan and reviewing the findings of WMATA's safety reviews. The TOC also conducts on-site safety reviews every three years to determine whether WMATA's safety practices and procedures comply with the system safety program plan. Any areas identified as requiring remedial action are incorporated into a corrective action plan.

³ The Board created a Safety and Security Committee in September 2010 following National Transportation Safety Board recommendations that the Board exercise greater oversight over safety. Previously, the Board had combined safety with customer service and operations into one committee.

2c. WMATA's Governance Challenges

As described in the previous section, WMATA's complex governance structure involves nine distinct entities, as well as the Tri-State Oversight Committee. Each of the governing entities has a major part to play in ensuring that WMATA performs to the highest possible standards. However, the month-to-month governance of WMATA is primarily conducted in the Boardroom; thus, the Task Force deemed the effectiveness of WMATA's Board to be the logical starting point for its research. To this end, the Task Force considered relevant experience of other transit and public sector agencies, as well as scholarly articles on public sector governance models. The following diagram summarizes the characteristics that research by the Transportation Research Board of the National Academies (TRB) has shown to be important to the effective performance of a transit Board.



Staff rendering based on Transportation Research Board (TRB) research

Preliminary research conducted by the Task Force demonstrated that the entities involved in WMATA's governance face several challenges that must be addressed as a matter of some urgency. These challenges may be brought into focus by the following questions, which were addressed by the Task Force during its five-month review.

Delineation of Responsibilities

- ❖ Is there a clear delineation of responsibilities of the governing entities?
- ❖ What is the Board's focus? Should it be operational, policy-making or strategic?
- ❖ Does the Board micro-manage, and how may such a tendency be limited?
- ❖ Does the General Manager have sufficient authority to run the organization?
- ❖ How can the relationship between the Board and General Manager be enhanced?
- ❖ Do appointing officials provide sufficient oversight? Are they accountable?

Composition of the Board

- ❖ Does the selection process for Board members yield the ideal composition?
- ❖ Should there be more uniformity to how members are selected?
- ❖ Does the Board possess the appropriate mix of skills?
- ❖ Is there a sufficient incentive to seek long-term solutions to challenges?
- ❖ Is there sufficient motivation to serve the interests of the system as a whole?
- ❖ What should be the role of the alternate members?
- ❖ Are the compensation arrangements for Board members desirable and/or appropriate?
- ❖ Should formal term lengths and/or limits be introduced?

Role of the Chair

- ❖ Does the practice of annual rotation undermine WMATA's performance?
- ❖ Does the Chair have appropriate authority over members from other jurisdictions?
- ❖ How should the Board Chair be selected to ensure a regional perspective?
- ❖ What is the appropriate term length for the Chair?

Decision-Making

- ❖ Does the veto help or hinder consensus-building on the Board?
- ❖ Do Board members sometimes prioritize jurisdictional interests over those of the region? Is this desirable, and if not, how may it be prevented?
- ❖ Are the frequent changes to Board procedures detrimental to the organization?
- ❖ Do Board members participate in formal orientation/ongoing training programs?

Section 3: Relevant Experience from other Governance Models

3a. *Delineation of Responsibilities*

Multiple players are involved in the governance of public transit systems. Chief Executives/General Managers oversee their day-to-day management. According to the American Public Transportation Association (APTA), approximately 90 percent of transit systems have a Board of Directors, which are primarily responsible for policymaking. State Safety Oversight agencies oversee rail systems that are not federally regulated. And the authorities that appoint the transit Boards are responsible for their Board members' performance. The literature and interviews conducted by the Task Force emphasized that a transit system's success requires *all* the entities involved in governing the system to have clearly delineated responsibilities and a commitment to adhere to them.

An Independent Public Inquiry in Sydney stressed the importance of establishing boundaries to cultivate trust and stability and deter micro-management. It determined that successful public transport governance authorities "have all thought through how to put some boundaries around the authority of the Minister of Transport and other elected officials, such that the government is fully in control of setting policies that reflect its values but is not micro-managing the work of the agency." The Task Force reviewed transit authorities that recently made major governance changes and placed an emphasis on clearly delineating governance and management responsibilities. For example, in Pittsburgh, the Port Authority of Allegheny County (PAAC) recently changed its governance structure to better define responsibilities for its Board, and introduced a "Limits of Authority Policy" to affirm that "it is not the role of the Board nor of individual Board members to become involved in the day-to-day administration of the Authority's activities."

In the case of WMATA, its Signatories and Appointing Authorities have never undertaken a governance review, nor have they clearly defined the Board's role and responsibilities. Currently, the Board defines its role as follows:

The Metro Board of Directors determines agency policy and provides oversight for the funding, operation, and expansion of safe, reliable, and effective transit service within the Transit Zone. The authority of the Board of Directors is vested in the collective body and not in its individual Members. Accordingly, the Board, in establishing or providing any policies, orders, guidance, or instructions to the General Manager or WMATA staff, shall act as a body. No Member individually shall direct or supervise the General Manager or any WMATA employee or contractor.⁴ (WMATA Board Procedures)

Despite this statement, a majority of the current and former WMATA Board members, GMs, and stakeholders interviewed by the Task Force expressed concern that the roles and responsibilities among the governing entities of WMATA remained unclear. Many said this confusion has led to questions over who is accountable for issues like day-to-day management, operations, and communications.

⁴ In September 2010, at the recommendation of NTSB, the WMATA Board changed its role to include the words "safe, reliable, and effective" before transit service.

The Task Force interviews and recent studies most often pointed to the topic of safety as the best illustration of the lack of clarity on roles and responsibilities at WMATA. The NTSB found the Board, TOC, and WMATA management did not work together to address the transit system's safety needs. It said that the TOC was "ineffective in providing proper safety oversight of the transit system and that the WMATA Board did not seek adequate information about, nor did it demonstrate adequate oversight to address, the number of open corrective action plans (CAPs)." In February 2010, the NTSB noted that a total of 48 CAPs from previous triennial audits were still unresolved. This included 9 CAPs from events in 2004, 6 from 2005, 6 from 2006, 11 from 2007, and 13 from 2008.

The Task Force's research and interviews also stressed the importance of positive and supportive working relationships between transit Boards and the General Manager and senior support staff. According to the Congressional Research Service (CRS), WMATA's current structure results in the general manager being heavily constrained by the Board in his or her ability to make crucial decisions on what would otherwise be viewed as normal business activities in a private sector transportation firm. CRS also noted that WMATA's GM position has lacked continuity and been a "flashpoint" for controversy. In the past five years, WMATA has had two GMs and two interim GMs, and it is currently searching for a permanent candidate.

3b. *Composition of the Board*

Research conducted by the Task Force revealed that the process for selecting transit Board members differs significantly from one organization to the next. There are several types of transit Boards, the most notable of which are the following:

- ❖ Boards composed of elected officials
- ❖ Boards whose members are appointed by elected officials
- ❖ Publicly elected Boards
- ❖ Mixed (or hybrid) Boards

The composition of transit Boards is a much-debated subject. Most of the literature favors a Board of appointed members, asserting that elected officials have difficulty in focusing on the long-term needs of a regional system because the short-term needs of their constituents are more critical. It is also argued that this potential conflict of interest can encourage Board members to engage in matters that are the proper domain of management and that a Board composed entirely of elected officials may lack the necessary expertise to function effectively.

While many stakeholders the Task Force heard from were sympathetic to the views expressed in the literature, a significant number expressed strong reservations, arguing that a Board of appointed members would lack the transparency and accountability that befits an organization like WMATA. This division is best illustrated by the fact that certain stakeholders held up the appointed Board of the Metropolitan Washington Airports Authority (MWAA) as a model for WMATA to aspire to, while others were dismayed by such a prospect. The lack of consensus among local stakeholders on this matter is consistent with the experiences of other cities, such as Toronto, that have struggled to decide on the best type of transit Board over the years. There was, however, broad agreement that a publicly elected WMATA Board would not be well-suited to the particular needs of the region.

The TRB does not strongly advocate a particular Board type, but it suggests that a transit Board must be *balanced* to perform effectively. This means that it should include members from a variety of backgrounds such as politics, business, finance, marketing, and law. Furthermore, membership should be based on potential members' interest in public transit and on their commitment to the system's mission, values, and vision.

Interviews conducted by the Task Force brought to light the potential problem of political patronage on Boards of appointed members. The experience of other cities has demonstrated that the appointment process for Boards of appointed members must be carefully designed to ensure selections are based on merit. Several organizations have dealt with this issue by putting in place some kind of nomination process, whereby one authority identifies suitable persons and another authority makes the appointments. Three such examples are TransLink in Vancouver, the Bi-State Development Agency in St. Louis, and DC Water in Washington, DC.

The Task Force found there to be a lack of literature that deals with the matter of alternate members on a transit Board. This is no doubt because of the rarity of such an arrangement. Of the many other transit authorities across the U.S. that were considered by the Task Force, none have alternate members.

Board size has largely remained constant for most transit authorities in recent decades, typically ranging between seven and 10 members, although the evidence from authorities that have enacted recent governance changes indicates a trend toward larger Boards.

The Task Force found that terms for transit Board members vary in length and that some authorities permit multiple terms to be served while others do not. Term lengths for Board members usually range from one to five years, but a three- or four-year term is typical, and some authorities stagger terms to ensure continuity. According to the TRB, term limits for Board members are an effective way to ensure Board vitality and new ideas. As the WMATA Board does not currently stipulate term lengths other than for the federal appointees, two members and one alternate member have served for more than a decade. Among transit authorities surveyed by this Task Force, Los Angeles MTA and Transport for London were the only authorities other than WMATA to permit their Board members to serve indefinitely.

Regarding the matter of Board member compensation, there is a lack of uniformity among WMATA's Appointing Authorities. The TRB found that fewer than 15 percent of transit Boards compensate members for their time or expenses. Their research indicates that compensation has a very weak influence on the effectiveness of transit Boards.

3c. Role of the Chair

Based on the literature and the testimony of many of those interviewed, it is clear to the Task Force that a strong Chair is essential for a transit Board to operate effectively. According to APTA, the Chair should keep the Board focused on its mission and the needs of the region, lead the Board's communications with the GM, and share with the GM the responsibility for orienting the authority to the future. APTA also recommends that he or she should educate other Board members and cultivate among them a strong sense of accountability.

While term lengths for Chairs vary considerably among authorities, they are typically longer than is the case at WMATA and are commonly between two and five years. The Task Force's research indicates that Los Angeles MTA is the only other major U.S. transit authority to appoint a different Chair every year. Like WMATA, the short term length of the Chair at Los Angeles MTA is combined with a policy of rotating the Chairmanship among jurisdictions. In St. Louis, where the Chairmanship typically alternates between Missouri and Illinois, the term length is two years.

A variety of methods may be employed to appoint a Chair, but in the majority of cases, transit Boards elect the Chair from among their members. Other noteworthy methods include those of Metrolinx in Toronto, where the Provincial government appoints the Chair, and the New York MTA, where a gubernatorial appointee combines the roles of Chair and Chief Executive Officer.

3d. Decision-Making

The Task Force's research and interviews emphasized that cohesion is one of the most integral characteristics of an effective transit Board. The TRB recommends that individual agendas should be eliminated or decreased for the good of the transit system and that Board members should be team players who are willing to support the majority decision.

Unlike most authorities reviewed by the Task Force, Board decisions are not based solely on the vote of the majority at WMATA because of the provision of a jurisdictional veto. Some experts have questioned this decision-making arrangement. The Greater Washington Research Center found that "because of the structure of the WMATA board as a forum for inter-jurisdictional political negotiation, almost every aspect of Metro planning and operations becomes a subject for political consideration." The Congressional Research Service said jurisdictions have occasionally "threatened to withhold, eliminate, or unilaterally reduce their annual contributions on the ground of perceived inequities." While many stakeholders expressed such views to the Task Force, several argued that the veto is beneficial to regional decision-making due to WMATA's unique, multi-state arrangement.

Committees play a role in the decision-making process of most transit Boards. The transit and public sector Boards studied by the Task Force range from having one to nine committees. WMATA presently has six committees. These committees, their members, and the Board Procedures, are subject to change annually with each new Board Chair. Following the 2009 fatal train collision, the NTSB called on the Board to elevate its safety oversight role. It noted its safety concerns with WMATA dated back to 1996 during an investigation of a Metrorail collision at the Shady Grove station, which determined that "WMATA employees reported a perceived lack of communication and a sense of information isolation within the organization." During this time span, WMATA's internal safety operations have been restructured several times. In September 2010, the Board created a committee dedicated to safety and security. The Board had previously combined safety, customer service, and operations in one committee.

Many of those interviewed by the Task Force have suggested that the Board should include an orientation process and leadership activities to build cohesion among its members. Research by APTA recommends these programs so Board members understand their role and responsibilities and the system's operations, budget, funding, and strategic planning. In the past, WMATA held an annual retreat, which brought together Board members and management as well as regional elected officials and stakeholders, but that program has been discontinued.

Section 4: Findings and Recommendations

4a. *Delineation of Responsibilities*

The Task Force finds the entities involved in WMATA governance—the Board, General Manager, Tri-State Oversight Committee, Appointing Authorities, and Compact Signatories—lack clear delineation of their responsibilities. The research and interviews conducted by the Task Force revealed that the Signatories and Appointing Authorities do not meet to review WMATA on a regular basis and have never set uniform expectations or role descriptions for their Board members.

Based on evidence gathered by the Task Force, the lack of delineation of responsibilities has created an environment where there is no clear understanding of who is accountable for issues such as day-to-day management, communication, operations, and safety. The Task Force is concerned that this lack of clarity has constrained the GM and contributed to the historically high rate of turnover of the position.

Because of WMATA's complex structure, it is vital that the entities involved in its governance meet on a regular basis. In April 2010, Maryland Governor Martin O'Malley, Virginia Governor Robert McDonnell, and District of Columbia Mayor Adrian Fenty met to agree on a plan of action to cooperatively address WMATA's safety problems, focusing on improvements to the TOC.

"There is no clear understanding of who is accountable for issues such as day-to-day management, communication, operations, and safety."

The Task Force welcomes the spirit of cooperation that the Signatories demonstrated through its April 2010 meeting and urges them to work together with the Appointing Authorities to improve governance, leadership, and accountability at WMATA.

Finding		Recommendations
WMATA's Signatories and Appointing Authorities do not meet, and they have never agreed to uniform expectations or role descriptions for their Board members. This has resulted in a lack of clear delineation of responsibilities among WMATA's governing entities.	Immediate	<p>The Signatories and the Appointing Authorities should come together to form a WMATA Governance Commission, to make improvements to the authority's governance structure and hold the Board accountable for its performance. The Signatories and Appointing Authorities should devote resources to staffing the Commission and commit to meeting on a regular basis, at least twice a year.</p> <p>The Commission should be composed of seven members:</p> <ul style="list-style-type: none"> ❖ Maryland Governor ❖ Virginia Governor ❖ District of Columbia Mayor ❖ Washington Suburban Transit Commission Chair ❖ Northern Virginia Transportation Commission Chair ❖ District of Columbia Council Chair ❖ General Services Administration Administrator
	Immediate	<p>The WMATA Governance Commission should clearly define the Board's responsibilities and set a uniform job description. This should be done before the current Board selects a new Chair.</p>
The lack of clear delineation of responsibilities between the Board and WMATA management has constrained the GM and contributed to the historically high rate of turnover at the position.	Immediate	<p>The Board should define the GM as WMATA's Chief Executive Officer and give him/her clear authority and autonomy to oversee day-to-day management of WMATA. Ideally, this should be done before the Board selects a new GM.</p>

4b. Composition of the Board

The Task Force finds that significant improvements to the Board's effectiveness can be achieved by identifying instances where its structure lags behind best practices in the transit sector or where it does not encourage Board members to act in the best interests of the system and the region.

The selection process for Board members is not well-suited to ensuring the Board has the right blend of attributes to perform effectively. There are two main reasons why this is the case. First, there is not an agreed role profile for either the Board as a whole or for individual Board members. Second, the Appointing Authorities do not consult with one another when it comes to selecting Board members; this is inherently likely to result in an *unbalanced* Board.

The Task Force has some reservations regarding the current composition of the Board; specifically, it is not convinced that elected officials are able to adopt a long-term, regional perspective. For example, they may elect to postpone vital investment to avoid service cuts or fare increases that are unpopular with their local constituents. However, the Task Force recognizes the concerns that some stakeholders have expressed about the potential for a Board of appointed members to operate with less transparency than is presently the case.

"The selection process for Board members is not well-suited to ensuring the Board has the right blend of attributes to perform effectively."

The Task Force researched the flexibility available to each appointing authority within the existing appointment process. The Appointing Authorities for Maryland, the District of Columbia, and the federal government appear to be free to appoint elected or non-elected officials. Any change to their existing selection processes would simply require a change of policy. Virginia does not have the same flexibility. The NVTC could appoint one non-elected official by selecting the one member who is appointed by the State Secretary of Transportation, but the second appointment from Virginia currently has to be an elected official, as state statute mandates that the remaining 20 members of the NVTC Board all be elected officials.

Through its research, the Task Force heard a wide variety of views concerning the appropriate role of alternates, which ranged from giving them more power to eliminating them altogether. The Task Force has serious concerns regarding the role of alternate members on the Board, which includes voting on Board committees. Not only is it unusual to have alternate members on a transit Board, but the Compact explicitly states that alternates should act only in the absence of their jurisdictions' members.

The Task Force is not of the opinion that the size of the WMATA Board represents a problem. However, if the role of the alternate members were to be eliminated, a small increase in the number of primary members would be appropriate. Additionally, the situation may need to be reassessed in the event that future expansion of the system results in other jurisdictions having a significant stake in WMATA's performance.

Based on evidence gathered through its research, the Task Force does not believe that the Appointing Authorities should permit their representatives to serve on the WMATA Board indefinitely. The Task Force recognizes the value of experience on transit Boards. But the current situation at WMATA is contrary to best practice, it is inconsistent among Appointing Authorities, and it compromises Board vitality.

The Task Force finds that the current compensation arrangements for WMATA Board Members require revision. The Compact requires that Board members and alternates shall serve without compensation. It is for the Signatories and Appointing Authorities to decide whether there is a compelling case for compensating Board members, but the current lack of consistency is illogical and runs contrary to the spirit of regional cooperation.

Finding	Recommendations	
There are no criteria or procedures in the current appointment process to ensure the WMATA Board collectively has the balance of attributes it needs to perform effectively.	Immediate	The WMATA Governance Commission should agree to and implement a coordinated process for appointing a Board with the right balance of attributes to serve WMATA and the region.
	Compact Change	The Signatories should amend the Compact to enable the selection of the most qualified Board members, in line with the outcome of the previous recommendation. ⁵
The role of alternate members of WMATA's Board is greater than that envisaged by the Compact, and it is unusual to have alternate members on a transit Board.	Immediate	The Board should restore the role of alternate members to that which is stated by the Compact – they should participate in WMATA's governance only when primary members are absent.
	Compact Change	The Signatories should eliminate the role of alternates and increase the number of primary members from two to three for each Appointing Authority, resulting in a 12-member Board. One member should be designated by the Chief Executive of each Signatory.
Board vitality is compromised by the lack of finite term lengths and limits.	Immediate	The WMATA Governance Commission should introduce 4-year terms, with a maximum of one renewal, for all Board members. Terms should be staggered to maintain experience and foster stability.
The lack of consistency among the Appointing Authorities as regards compensation arrangements is illogical and runs contrary to the spirit of regional cooperation.	Immediate	The WMATA Governance Commission should develop a uniform compensation policy for all members of the WMATA Board.

⁵ The clearest example of a necessary Compact amendment is to enable the NVTC to make appointments to the WMATA Board from outside of the NVTC. This would give it the flexibility that is available to the other Appointing Authorities to appoint non-elected officials. Alternatively, a similar result could be achieved by amending state statute to include more non-elected officials on the NVTC Board.

4c. Role of the Chair

The Task Force finds that the role of the Chair is not structured to provide strong leadership to the WMATA Board.

The rotation of the Chairmanship among jurisdictions diminishes the possibility of the Chair guiding all Board members to act in the best interests of the system and the region.

The Chair's role and responsibilities are not well defined. The Chair has no authority over members from other jurisdictions. For example, he or she is not empowered to prevent micro-management or encouraged to report non-attendance of members at Board and Committee meetings to the Appointing Authorities. He or she is also unable to prevent Board members from communicating mixed messages to the public and media.

A term length of one year is too short for the Chair to assume true leadership, and frequent changes in leadership can have a destabilizing effect on the Board's performance.

"The role of the Chair is not structured to provide strong leadership to the WMATA Board."

Finding	Recommendations
The rotation of the Chairmanship among jurisdictions diminishes the possibility of the Chair guiding all Board members to act in the best interests of the system and the region.	<p>Immediate The Board should end the custom of rotating the Chairmanship. Instead, it should select a regionally-focused Chair from among its membership.</p> <p>Compact Change The Signatories should amend the Compact to enable the WMATA Governance Commission to appoint a regionally-focused Chair from outside the Board's membership. They should also agree on appropriate compensation for the Chair, which can be made greater than for other Board members through a Compact amendment.</p>
A term length of one year is too short for the Chair to assume true leadership.	<p>Immediate The Board should increase the term length of the Chair from 1 to 2 years.</p> <p>Compact Change If the Signatories enact the recommended Compact change to enable the WMATA Governance Commission to appoint a Chair from outside the Board's membership, they should enact a further change to increase the Chair's term length to 4 years.</p>
The Chair's responsibilities are not clearly defined, and the Chair has no authority over other Board members.	<p>Immediate The WMATA Governance Commission should develop a role description that clearly defines the Chair's responsibilities and helps to ensure the Chair has sufficient authority to assume a true leadership role.</p>

4d. Decision-Making

The Task Force finds that the current state of WMATA's governance structure does not encourage the Board to act as a cohesive, regional body. This is due to a number of factors including the inconsistent process by which the Appointing Authorities select Board members and lack of clearly delineated responsibilities. The Task Force finds that the threat of using the veto has sometimes acted as an impediment to making the best regional decisions. Thus, options for using the veto should be limited, and serious consideration should be given to eliminating it altogether.

The Task Force finds that WMATA's committees and Board Procedures should not be subject to change by each new Board Chair on an annual basis. Regardless of the term length of the Board Chair, changes to the standing committee structure and formal Board procedures should require a majority vote by the Board. The Board should establish a committee structure that is better-suited to WMATA's distinct characteristics and challenges, including stand-alone committees for governance, safety, and customer relations.

The Task Force finds that there is no orientation process or other leadership activities in place for Board members to prepare them for their role and responsibilities and develop a better understanding of the system's operations, budget, funding, and strategic planning. An orientation process would have the added benefit of building cohesion among Board members.

"The threat of using the veto has sometimes acted as an impediment to making the best regional decisions."

Finding	Recommendations
The Task Force finds that the threat of using the veto has sometimes acted as an impediment to making the best regional decisions.	<p>Immediate The Board should adopt a policy to limit use of the veto to matters relating to the budget or to system expansion.</p> <p>Compact Change The Signatories should determine the appropriate role of the veto in WMATA's decision-making process, and give serious consideration to eliminating it entirely.</p>
The Task Force finds that WMATA's committees and Board Procedures should not be subject to change by each new Board Chair, and that its standing committee structure could be improved.	<p>Immediate The Board should adopt a policy that all changes to committees and procedures require a majority vote, and it should establish a committee structure that is better-suited to WMATA's distinct characteristics and challenges, including stand-alone committees for governance, safety, and customer relations.</p>
Board members lack an orientation process and other leadership activities to prepare them for their role and responsibilities, develop a better understanding of the system, and build cohesion.	<p>Immediate The Board should develop an orientation process and other leadership activities for Board members.</p>

Section 5: Conclusion

The Task Force finds that what may have been an appropriate governance structure for WMATA to build a new transit system in the 1960s is not appropriate to operate today's mature system. The current structure does not promote accountability or regional cohesion and, in a number of critical areas of governance, WMATA is out of step with the best practices employed by other leading transit authorities. Fundamental changes must be made for Metro to meet the region's needs.

The Task Force recommends that the Signatories and Appointing Authorities come together to form a WMATA Governance Commission to improve the authority's governance structure. The Task Force also recommends that the Board take a number of immediate actions to improve its effectiveness.

The multi-state agreement that created WMATA and helped build a world-class transit system endures as a visionary example of regional leadership. In that spirit, the Task Force calls on today's leaders to demonstrate the same level of regional cooperation and commitment to improve WMATA's governance and ensure Metro's success in the coming decades.

Acronyms and Abbreviations

APTA	American Public Transportation Association
BOT	Greater Washington Board of Trade
CAP	Corrective Action Plan
CEO	Chief Executive Officer
COG	Metropolitan Washington Council of Governments
CRS	Congressional Research Service
GM	General Manager
GSA	General Services Administration
MTA	Metropolitan Transportation Authority
NTSB	National Transportation Safety Board
NVTC	Northern Virginia Transportation Commission
TOC	Tri-State Oversight Committee
TRB	Transportation Research Board of the National Academies
WMATA	Washington Metropolitan Area Transit Authority
WSTC	Washington Suburban Transit Commission

Appendix: Task Force Resources

A complete list of resources, including public comments received by the Task Force, can be found at: <http://www.mwcog.org/governancetaskforce>

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2009

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2007

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2001

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Report to the Secretary
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Regions/Governance Structures Studied



Atlanta	Metropolitan Atlanta Rapid Transit Authority
Boston	Massachusetts Bay Transportation Authority
Brisbane	TransLink
Chicago	Chicago Transit Authority
Dallas	Dallas Area Rapid Transit
Denver	Denver Regional Transportation District
Hong Kong	Mass Transit Railway
Houston	Metropolitan Transit Authority of Harris County
London	Transport for London
Los Angeles	Los Angeles County Metropolitan Transportation Authority
Minneapolis	Metro Transit Minneapolis
New York/ New Jersey	New York Metropolitan Transportation Authority New Jersey Transit Authority Port Authority Trans-Hudson Corporation
Perth	Transperth
Philadelphia	Southeastern Pennsylvania Transportation Authority
Pittsburgh	Port Authority of Allegheny County, PA
Portland	Tri-County Metropolitan Transportation District of Oregon
San Diego	San Diego Metropolitan Transit System
San Francisco/ San Jose	San Francisco Municipal Railway San Francisco Bay Area Rapid Transit District Santa Clara Valley Transportation Authority

Singapore	Land Transport Authority
St. Louis	Bi-State Development Agency
Sydney	State Transit Authority of New South Wales
Toronto	Metrolinx, Greater Toronto and Hamilton Toronto Transit Commission
Vancouver	Translink
Washington	Metropolitan Washington Airports Authority DC Water (formerly DC Water and Sewer Authority)
Zurich	Zurich Transport Network (ZVV)

Report on Governance of the Washington Metropolitan Area Transit Authority



Riders' Advisory Council

December 1, 2010

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Executive Summary

The Riders' Advisory Council (RAC) of the Washington Metropolitan Area Transit Authority (WMATA) conducted a study of the governance structure of the WMATA Board of Directors during the summer and fall of 2010.

There is a widespread perception among riders and the local media that change is needed at WMATA, and that WMATA's problems, along with the necessary change, includes the top: the Board.

This led to a number of outside studies of WMATA's governance structure. However, the RAC felt that these studies do not address the issue from the riders' perspective. The RAC therefore formed a special WMATA Governance Committee to examine the issues in detail and issue its own report.

The RAC is a 21-member body composed of riders from the District of Columbia, Virginia, and Maryland including three at-large members. RAC meetings and committee meetings are all open to the public. All RAC members can participate in all committees, including the Governance Committee.

The Governance Committee held 7 public meetings including four roundtables with current and former Board members and representatives of advocacy organizations. Based on the dialogue at the roundtables, the RAC believes that there is room for improvement of the current governance structure of the Board.

The RAC approved releasing this draft report for public comment at its meeting on November 3, 2010. It held a public hearing to solicit public input on November 17, 2010 at 7:00 pm in the committee room at WMATA headquarters, 600 5th Street, NW, Washington DC. Comments could also be emailed to raccomments@wmata.com. The RAC reviewed the public input and approved the final draft of this report at its December 1, 2010 meeting.

The draft recommendations include 6 broad, general recommendations with 23 specific recommendations. The general recommendations are:

- 1. The Board is analogous to a legislature and should include public officials.**
- 2. The Board should set clear, high standards for its members.**
- 3. The Board should focus on high-level policy and objectives.**
- 4. The Board should act as a regional body rather than as individuals.**
- 5. WMATA's top staff member should be a CEO rather than a General Manager.**
- 6. Board decision-making should include a clear and accessible public input process.**

The RAC believes that implementation of its recommendations will lead to a WMATA Board that focuses on policy issues, delegates day-to-day decisions to a chief executive, and is more accountable to WMATA riders and the public.

Research into WMATA governance

Existing discussions of governance

There have been a number of editorials in local newspapers, blogs and other media recommending possible reforms to WMATA's governance. Much of this interest stemmed from the June 2009 crash on the Red Line, which triggered substantial scrutiny of Metro.

For instance, the Washington Post published an op-ed by former Virginia Secretary of Transportation Pierce Homer recommending certain reforms.¹ Fairfax City Councilmember Dan Drummond made some suggestions on his blog, "The Corner Of..."² In its report, the National Transportation Safety Board (NTSB) recommended some governance reforms internal to the Board to enhance oversight over safety.³

In response to this debate, the Greater Washington Board of Trade (BOT) established a task force to study governance, which was cosponsored by the Metropolitan Washington Council of Governments (COG). That task force has held a number of meetings, mostly closed to the public.⁴ They held one public meeting where individuals were allowed to speak for 3 minutes each,⁵ and another to hear in more depth from representatives of the Riders' Advisory Council, the Accessibility Advisory Committee, ATU Local 689, the National Transportation Safety Board (NTSB), the Coalition for Smarter Growth, the Action Committee for Transit, and the Northern Virginia Transportation Alliance.⁶

In addition, the U.S. Government Accountability Office (GAO) was assigned in July 2009 to conduct a separate analysis of WMATA governance. That analysis is just getting underway. A representative from GAO attended three roundtables of the RAC's Governance Committee.

Process of the RAC committee on WMATA governance

The RAC established a committee to examine the issue of WMATA governance in July 2010. The committee reviewed the existing written suggestions listed above, TCRP Report 85 (the "Public Transit Board Governance Guidebook"),⁷ the report of the Board's 2006 WMATA Governance Task Force,⁸ and the COG/BOT task force's posted list of resources.⁹

¹ <http://www.washingtonpost.com/wp-dyn/content/article/2010/01/16/AR2010011602570.html>

² <http://councilmandan.blogspot.com/2010/08/metros-board-needs-shake-up-three-quick.html>

³ <http://ntsb.gov/Publictn/2010/RAR1002.pdf>

⁴ <http://www.mwcog.org/about/governancetaskforce/governancetaskforce.asp>

⁵ http://www.mwcog.org/about/governancetaskforce/Task%20Force%20Docs/070110_summary.pdf

⁶ <http://www.mwcog.org/about/governancetaskforce/Task%20Force%20Docs/17%20sep%202010.pdf>

⁷ http://onlinepubs.trb.org/onlinepubs/tcrp/tcrp_rpt_85.pdf

⁸ http://www.wmata.com/about_metro/board_of_directors/board_docs/101206_GTFcompiled.pdf

⁹ <http://www.mwcog.org/about/governancetaskforce/resources.asp>

The committee held meetings on July 28 and August 25, September 15, 20, 22 and 29, and October 20. All meetings were open to the public and four included a discussion with current and former Board members and members of advocacy organizations.

The following individuals participated in one or more roundtables:

Current Board members:

- Peter Benjamin, Chairman of the WMATA Board and principal director from Maryland
- Catherine Hudgins, First Vice-Chairman of the WMATA Board, principal director from Fairfax County and member of the Fairfax County Board of Supervisors
- Mortimer Downey, principal director from the federal government and former U.S. Deputy Secretary of Transportation
- William Euille, alternate director from Virginia and Mayor of the City of Alexandria
- Christopher Zimmerman, principal director from Virginia and Vice-Chair of the Arlington County Board

Former Board members:

- Kate Hanley, former member from Virginia (principal member 1998-2000, alternate member 1988-1995 and 2001-2003) and former Chairman of the Fairfax County Board of Supervisors
- Gladys Mack, former principal member from the District of Columbia (1979-1991 and 1995-2007)
- Matthew Watson, former alternate member from the District of Columbia (1988-1992) and former DC City Auditor

Representatives of advocacy groups and other participants providing input:

- Richard Bradley, Executive Director of the Downtown DC Business Improvement District
- James Dinegar, President of the Greater Washington Board of Trade
- James Dyke, Chairman of the Greater Washington Board of Trade
- Dennis Jaffe, Sierra Club Metro DC and first chair of the RAC (2006)
- Jackie Jeter, President of ATU Local 689
- David Robertson, Executive Director of the Metropolitan Washington Council of Governments
- Richard Rybeck, former aide to former Board member Hilda Mason from DC and former District Department of Transportation official
- Stewart Schwartz, Executive Director of the Coalition for Smarter Growth
- Tina Slater, Vice President, Action Committee for Transit, reading a statement by Ben Ross, President of the Action Committee for Transit
- Lateefah Williams, political and legislative director for ATU Local 689

The following members of the Riders' Advisory Council and others participated in one or more of the sessions:

- David Alpert, chair of the Governance Committee and DC Vice-Chair of the RAC
- Frank DeBernardo, member from Prince George's County and Chair of the RAC
- Victoria Wilder, member from Montgomery County and Maryland Vice-Chair of the RAC
- Penelope Everline, member from Arlington County
- Christopher Farrell, member from Montgomery County
- Robert Petrine, member from Fairfax County
- Carol Carter Walker, member from the District of Columbia
- Lillian White, member from the City of Alexandria
- Kim Kaplan, an Alexandria member of the Transportation Planning Board's Citizens' Advisory Committee, also participated in some meetings following an invitation from the RAC to the CAC to have one or more CAC representatives participate in the process.

The Governance Committee posed the following questions to participants to frame the issue:

1. What does the WMATA Board do well? What could it do better?
2. What types of decisions are appropriate for the Board to make? What types of decisions are more appropriately delegated to the General Manager and his/her staff?
3. What advantages/disadvantages do you see in including public officials, appointed individuals and/or directly elected representatives on the Board?
4. How does the composition of the Board affect WMATA's ability to secure funding?

After some initial comments by each participant, RAC members asked questions and participants engaged in an open discussion of the issues.

A summary of the issues discussed at the roundtables is attached as Appendix A.

Recommendations

Based on the conversations at the roundtables, the Riders' Advisory Council feels that it is important for the Board to consider ways to improve governance. There are many ideas which could improve the Board's functioning and relationship to riders, and WMATA stands at a moment in its history when it needs to take action to restore confidence and address the systemic issues which have been building for a long time. Funding is one of the largest, but it is not the only one, and improvements to the functioning of WMATA and its Board can help build public support for new means of funding.

The following are our recommendations:

- 1. The Board is analogous to a legislature and should include public officials.**
 - 1.1. To the extent practical, each rider in the Compact area should have one or more representatives on the Board who represents that rider in an elected capacity.
- 2. The Board should set clear, high standards for its members.**
 - 2.1. The Board should define, as a written policy, the responsibilities of Board members.
 - 2.2. The Board should set a high standard for attendance at Board and committee meetings, and incorporate that standard into the Procedures that it adopts at the beginning of each year.
 - 2.3. Board members should ride rail and bus regularly, and take occasional trips on MetroAccess to experience that service as well.
 - 2.4. Jurisdictions should codify the attendance and ridership standards and commit to appointing members who can meet these standards while removing members who do not.
 - 2.5. Jurisdictions should select public officials for their involvement with budget processes that could affect transit funding, and their role in land use policy in the vicinity of transit, especially Metrorail stations.
- 3. The Board should focus on high-level policy and objectives.**
 - 3.1. The Board should spend more time discussing and developing policies on issues such as land use, fares, budget, and service.
 - 3.2. The Board should set clear, high-level goals for WMATA on issues such as safety, operations, and customer service, and monitor progress against those goals.
 - 3.3. The Board should set annual performance goals for the GM/CEO and publicize both the objectives and progress against those goals.

4. The Board should act as a regional body rather than as individuals.

- 4.1. The Board and WMATA staff should reaffirm the commitment to the Board procedure vesting the Board's authority only collectively through official Board action, rather than in individual members..
- 4.2. Staff should avoid trying to repeatedly adjust a recommendation in response to individual Board members' statements at Board meetings unless and until those become part of an official Board action.
- 4.3. The Board chair should no longer automatically rotate. Instead, Board members should elect the best chair each year. Reelection of capable chairs is encouraged for continuity.
- 4.4. The jurisdictional veto should remain.
- 4.5. The Board should remain the same size as called for in the Compact today.

5. WMATA's top staff member should be a CEO rather than a General Manager.

- 5.1. The top staff position should bear the title of CEO.
- 5.2. The CEO should bring specific recommendations to the Board.
- 5.3. The Board should let the CEO make most operational decisions based on Board policies and direction.
- 5.4. The CEO should feel free to present any information or recommendations to the Board or the public he or she feels appropriate.
- 5.5. The CEO should serve as the primary public face of WMATA.

6. Board decision-making should include a clear and accessible public input process.

- 6.1. The Board should create a standardized process for soliciting public input and involvement on decisions before any vote is taken on that decision.
- 6.2. The Board should develop a clearer policy around staff releasing information.
- 6.3. The Board should create a clear mechanism for riders to contact individual members.
- 6.4. Board members should follow up directly on communications from riders and be adequately staffed to do so.
- 6.5. All Board meetings including committee meetings and special Board meetings should include a public comment period at the beginning.
- 6.6. The Board should repeal the current rule limiting public comment to once every three months.

1. The Board is analogous to a legislature and should include public officials

The WMATA Board is more analogous to a legislative body than to a corporate Board of Directors or the board of a public utility. However, there are valuable elements of non-legislative organizations' governance that the Board can incorporate.

Some criticisms of the WMATA Board say that it is too fraught with political conflict. When this interferes with the Board's ability to make good decisions, this is a problem. However, it often leads to better decisions, rather than worse ones.

WMATA must balance the needs of multiple jurisdictions with different interests. It must operate services that touch riders on a daily basis, where riders expect responsiveness. A legislature is the political structure best able to meet these needs.

Some proposals for reform of the WMATA Board cite MWAA, public utilities like DC Water, or corporate boards as examples of governance. One seemingly appealing element of these structures is that they appear to be much more efficient.

However, this is a false comparison and assumes the wrong objective.

Unlike MWAA, WMATA's operations are not narrowly circumscribed in a small geographic area which can be under exclusive control. Unlike public utility authorities, decisions have to be made about how much transit service to provide, and to whom. Unlike corporations, riders do not have the choice to take their business elsewhere. Most importantly, unlike all of these, WMATA is not in a position to raise its own revenue and become self-sufficient.

Proposals to restructure the Board to be more akin to MWAA or a corporation would simply move the politics under the surface. Instead of the press reporting on the fight over an issue, the press would not be present. That might reduce the number of tweets about a silly comment by a Board member, but it would not result in better outcomes.

WMATA does not need to make decisions with less public debate; it needs to make the right decisions. The needs of diverse jurisdictions must necessarily be a factor. It must also balance the interests of most efficiently moving trains and buses against broader policy goals, such as access by riders of different incomes, different geographies, different times of day and different modes of reaching transit.

Simply being a legislature does not mean giving up on making governance more effective. There are elements of the governance of other, non-legislative bodies that can provide ideas for improving WMATA's governance, and in particular the executive.

Recommendation 1.1: To the extent practical, each rider in the Compact area should have one or more representatives on the Board who represents that rider in an elected capacity.

Ideally, each rider should have at least one elected official representing them on the Board whom they have the power to vote for or against in an election (presuming they are eligible and registered to vote).

Fundamentally, elected officials are most responsive to those who directly elected them. Riders who have such an official on the Board enjoy the ability to weigh in with a member on policy issues and feel they will receive a response.

However, given the structure of the region's governments, it is not possible or practical for all riders to actually have a representative on the Board, since doing so would require a very large Board (and we don't think it should get larger; see Recommendation 4.5), or the service of officials who would not have the time or interest in serving directly.

For example, in Virginia, no four local officials collectively represent all riders. Only the chairman of the Fairfax County Board of Supervisors is elected at-large in that county. The Cities of Falls Church and Fairfax cannot gain representation without the Board becoming larger.

However, the current composition in Virginia gives a large number of riders direct representation, by including two members representing rider-heavy districts from the jurisdiction with the most riders and at-large members from the next two, and giving all jurisdictions a role through NVTC.

In the District of Columbia, all riders are represented if at least one at-large DC councilmember serves on the Board.

In Maryland, the state constitution may prohibit elected officials from serving on the Board. However, elected officials do serve on some bodies such as the Metropolitan Washington Council of Governments (MWCOG). An analysis should be conducted to determine whether the WMATA Board can be treated similarly, given the unique regional role of WMATA and the value of having elected officials represent jurisdictions on the Board.

If so, Montgomery County could have an at-large county councilmember as one of its members. Prince George's County has no at-large councilmembers, but could appoint a councilmember, state senator or delegate whose district contains a large number of Metro stations, bus lines, and riders.

Some worry that there may be an inherent conflict of interest with elected officials seeking benefits for their constituents versus benefits for the entire region. The RAC heard from several current and former Board members who explained how they do consider the entire region, largely because their riders travel throughout the region.

Even if members do focus at times on their own jurisdictional interests, the negotiations between jurisdictions usually generates a compromise that relatively fairly balances the wishes and needs of each. Budget negotiations give each jurisdiction some but not all of the elements they want. It may appear messy, but it is ultimately fair.

Should some Board members be directly elected?

Several participants at the roundtables suggested the direct election of a number of Board members by voters. This would ensure that members are responsive to rider concerns. Four transit systems have

directly elected boards: Denver's, the San Francisco Bay Area's BART, Alameda County, California's AC Transit, and Salem, Oregon's.

However, the committee was persuaded by other feedback raising cautions against this approach. Such a system would run a great chance of bringing in members without the ability to advocate for funding with local jurisdictions or influence land use. Candidates might even oppose transit altogether, and many interest groups would likely try to influence elections. We believe that more specialized functions like the WMATA Board are better suited to elected officials who run on a broader platform or appointees of elected officials.

2. The Board should set clear, high standards for members

The Board and its members play a number of roles beyond simply directing WMATA. Unlike in many other organizations, the Board's role does not begin and end with casting votes on decisions WMATA must make. Board members also are significant points of contact with riders, and are advocates for transit in their own jurisdictions, both fiscally and in land use planning. These diverse roles are not a distraction but an integral part of the Board's functioning.

Recommendation 2.1: The Board should define, as a written policy, the responsibilities of Board members.

One theme which became clear through the roundtables is that Board members do not all share the same view of what the role of the Board is or what it should be, or the responsibilities and qualifications of Board members.

We recommend that the Board engage in a discussion amongst its members, with staff and with the riding public, about what we expect from the Board and individual members.

We consider the following to be essential responsibilities:

- Participate in discussion and debate at committee and full Board meetings
- Cast votes
- Listen to rider input
- Advocate both publicly and behind the scenes for WMATA's needs
- Educate riders
- Experience all three modes of transit service

The ideal Board member should possess many of the following qualities, which jurisdictions should bear in mind when they select members:

- Demonstrated interest in transit
- Broad transit knowledge
- Interest in interacting with the public
- Jurisdictional budget influence

- Role and influence over land use policy
- High public standing
- Ability and commitment to think regionally as well as locally
- Time and desire to fully participate in deliberations in committee and full Board meetings
- Experience through regular ridership of the system
- Current residence in the Compact area

Recommendation 2.2: The Board should set a high standard for attendance at Board and committee meetings, and incorporate that standard into the Procedures that it adopts at the beginning of each year.

We are indeed “chagrined,” as one roundtable participant put it, by the poor attendance of many members. With a small Board and many issues to work out which matter so much to so many, it is not acceptable for members to view attendance as optional.

Some members who rarely attend claim they are working in Metro’s interest behind the scenes. This rationale is not persuasive. As Ms. Hanley explained, Board membership is far more than casting a vote. It is an ongoing, active involvement in setting important policy. Members need to be present for most discussions to understand the past context for present decisions.

The former members said that they had close working relationships with their counterparts in other jurisdictions. Members today must strive for the same standard. One weakness we heard in our roundtables was that members often do not talk to each other as much as legislators do in a city or county board or council.

Membership on the Board should not be considered a political plum to be given to a supporter or an elected official who wants an extra title. Nor should it go to the highest ranking official in a government simply by virtue of their position. It should go to those who have the time and interest in making a deep commitment to addressing WMATA’s needs and working for the needs of riders, and who exemplify the qualities and can exercise the responsibilities listed in Recommendation 1.1.

Recommendation 2.3: Board members should ride rail and bus regularly, and take occasional trips on MetroAccess to experience that service as well.

It is true that some members are strong advocates for transit while not riding the system on a regular basis. After all, some elected officials note, they themselves hear from riders. However, we believe there is no substitute for regular, direct experience with the system.

We realize that not all members can ride often or on a set schedule, but we think that members should ride often enough to be familiar with the system and its operations.

Recommendation 2.4: Jurisdictions should codify the attendance and ridership standards and commit to appointing members who can meet these standards while removing members who do not.

The August 2, 2010 *Examiner* article "Metro board members play hooky"¹⁰ noted the disadvantages DC faced in recent budget negotiations as a result of having only one of its two voting members able to participate in negotiations. Having a member who does not participate and ride transit hurts that jurisdiction in important ways.

Riders should bear in mind the appointment decisions made by their top leaders, whether county executives, Governors, the Mayor or Council Chairman in DC, and hold those leaders accountable for those choices. If a member does not attend meetings or ride transit, it reflects poorly not only on that individual, but on the person who chose that individual for the Board or allowed him or her to remain.

The federal government should also make a similar commitment when selecting its remaining representatives. Part of choosing regular riders and those with the time to attend meetings must necessarily mean choosing individuals who live in the Washington metropolitan area, since a resident of another city cannot ride the system regularly and Board meetings, budget hearings, and other events are frequent enough that only those who live nearby can practically participate fully.

Recommendation 2.5: Jurisdictions should select public officials for their involvement with budget processes that could affect transit funding, and their role in land use policy in the vicinity of transit, especially Metrorail stations.

The role of a WMATA Board member goes beyond simply operating the Authority. Board members often act as advocates for transit within their jurisdictions as well as advocates for their jurisdictions within the Board.

Members advocate for transit in their local jurisdictions in two ways: by setting the budget and by determining land use.

The most important is representing transit needs in the budget process. When Board members are able to influence their jurisdictions' budget processes, a better relationship develops to ensure that WMATA is responsive to the budget pressures of the jurisdictions and the jurisdiction is also responsive to the budget pressures of WMATA.

Land use decisions also strongly affect WMATA. The more development happens around Metro stations, the more riders use the system, increasing transit revenue. It is better when those deciding land use are also appropriating money for transit, because they have an incentive to maximize the investment.

Where this relationship does not exist, local jurisdictions may lack the same direct incentive to guide land use around transit. But if, at the very least, an official who is involved with land use policy also serves on the Board, it ensures that transit is highly considered.

¹⁰ <http://www.washingtonexaminer.com/local/Metro-board-members-play-hooky-1005888-99658089.html>

3. The Board should focus on high-level policy and objectives

Current and former Board members uniformly defined the WMATA Board as a “policy board,” but there was a great deal of variation as to what a “policy board” means. One element, we believe, is spending a fair amount of time developing actual policies, rather than simply making policy-related decisions on a case by case basis.

Recommendation 3.1: The Board should spend more time discussing and developing policies on issues such as land use, fares, budget, and service.

The Board currently spends very little time defining high-level policy. Understandably, they are all busy people and often have to focus on the most urgent matters. However, this creates the perception of “micromanagement.” The Board needs to devote the necessary time to define broad policies with which to shape later decisions.

Recommendation 3.2: The Board should set clear, high-level goals for WMATA on issues such as safety, operations, and customer service, and monitor progress against those goals.

As several members noted, the Board is criticized both for micromanaging and for not being aware of operating problems. The first can be addressed by developing policies. The second is a consequence of the Board’s agenda, which almost exclusively covers issues requiring immediate attention.

The new “Vital Signs Report” is a laudable innovation, but it also reveals how on many metrics, little has changed. Staff told the RAC that the target level for metrics were based on past experience or set somewhat arbitrarily.

The Board should decide which of these “vital signs” it wants staff to improve, and direct the General Manager to identify what would be necessary to make progress in those areas. Together, the Board and General Manager should then establish achievable yet meaningful targets. Further, the Board should discuss progress against these goals at least quarterly.

This would address many of the criticisms around safety in particular. Safety does not lend itself to decision-making based on urgency, because safety is never urgent until there is a problem with safety. If the Board works with the General Manager to set objectives and tracks progress, then the Board can ensure tangible improvements so that safety is never an afterthought.

Recommendation 3.3: The Board should set annual performance goals for the GM/CEO and publicize both the objectives and progress against those goals.

Along with setting performance goals for WMATA, the Board should set goals for the General Manager or CEO. These goals should become the basis for his or her annual performance evaluation.

The Board has set goals in the past, but these have not always been disclosed to the public. The goals should be public so that riders can also judge the performance of the GM/CEO. The goals should also correspond strongly to the agency goals (Recommendation 3.2), creating a connection between improving WMATA’s performance and judging the GM/CEO’s performance.

4. The Board should act as a regional body rather than as individuals

Recommendation 4.1: The Board and WMATA staff should reaffirm the commitment to the Board procedure vesting the Board's authority only collectively through official Board action, rather than in individual members.

The Board Procedures contain a provision similar to the one that Ms. Hanley described from the Fairfax School Board: the members have power when they act as a group, but not individually. However, Board members and staff sometimes do not seem to bear this provision in mind.

The authority of the Board of Directors is vested in the collective body and not in its individual Members. Accordingly, the Board, in establishing or providing any policies, orders, guidance, or instructions to the General Manager or WMATA staff, shall act as a body.

If Board members meet privately with Metro staff to discuss a proposal, staff are free to make changes, but they should treat this input in the same way as they would treat a meeting with any other advocate, not as direction from the Board.

If the staff members are persuaded by new information on its merits, they should make a change. If they are not, and still believe the original recommendation is right, they should continue presenting the original to the Board until such time as it votes as a whole to officially disapprove that plan and/or adopt a different alternative.

Recommendation 4.2: Staff should avoid trying to repeatedly adjust a recommendation in response to individual Board members' statements at Board meetings unless and until those become part of an official Board action.

In the budget negotiations, staff sometimes modified their recommendations based on statements of individual Board members. Staff members were trying to identify a budget compromise that they thought would garner sufficient support, but this made the whole budget a moving target for other members.

On an issue like the budget, the GM/CEO should present a recommendation based around what he or she thinks is best, not based on what he or she thinks will win votes. There can be a variety of other alternatives presented as well. If the Board wants to make changes from the recommendation, they can, but they should do so on their own, potentially negotiating to trade off different proposals instead of having the staff simply take one off the table preemptively.

Recommendation 4.3: The Board chair should no longer automatically rotate. Instead, Board members should elect the best chair each year. Reelection of capable chairs is encouraged for continuity.

The Compact only compels the Board to hold elections for a chair, but prescribes no rotation. Nevertheless, the chair has rotated among the six seats annually by convention.

It is important to give the Board some stability from year to year. The Board should elect a member that has the support of all jurisdictions.

Having a new chair each year means that the Board's procedures have changed frequently. Committees have changed in number and size. Some chairs have set goals for the year, others have not. Some have controlled agenda items and information disseminated to fellow members or the public, while others have not.

A real election instead of a strict rotation will push members to choose a chair who has a good relationship with all and who holds a regional perspective. If there is a true contest for chair and one jurisdiction's member must win, it creates a need for members to act in a more regional way to win support from their colleagues.

Ideally, such a member would maintain the support and trust of colleagues so that the chair would change less frequently than once per year. Another suggestion was to create a longer, fixed term of office for the chair.

Recommendation 4.4: The jurisdictional veto should remain.

The veto may rankle and appear to create the opportunity for "gridlock," but WMATA is above all else a cooperative endeavor between three signatories with their own interests. It must ensure that no one is put at a disadvantage to ensure ongoing support from leaders and residents of all three. Messy as it is, the veto is necessary and should stay.

Recommendation 4.5: The Board should remain the same size as called for in the Compact today.

It is a truism of group dynamics that smaller groups are more effective at making decisions than larger ones. At 12 members, the Board was adequately sized to make decisions. Now, at 14, it is still able to. Hopefully the future increase to 16 will not impair this.

However, giving additional voice to the many Virginia jurisdictions that could demand representation would further grow the Board. DC and Maryland would need comparable increases.

We believe that an increase beyond 16 members would be detrimental to the effectiveness of the Board. If any Compact changes come under consideration, they should not involve enlarging the Board.

5. WMATA's top official should be a CEO rather than a General Manager

If the Board plays a legislative role (see Recommendation 1), then the head of the staff must play an executive role. That executive function should be strong, making the CEO the primary leader of the organization.

Recommendation 5.1: The top staff position should bear the title of CEO.

We agree with Mr. Downey that "General Manager" connotes a "hired hand" who simply obeys orders from the Board and makes the trains run on time. Renaming the position is the smallest but first step in changing the perception of this office.

The CEO can certainly hire an official who assumes more of an operational role, ensuring that the specific functions of WMATA are carried out day to day. Such a person could hold the title of Chief Operating Officer, General Manager, or something else.

Recommendation 5.2: The CEO should bring specific recommendations to the Board.

The CEO should act as the visionary and leader for WMATA. He or she should recommend a course of action on long-term and short-term issues and bring them to the Board for approval, rather than waiting for the Board to point the way.

While the Board should set policy, the CEO should also formulate potential policies and bring those to the Board as recommendations. The Board can then modify the policies, but should have a clear recommendation from the CEO.

On issues such as budgets and contracts, the CEO should make a recommendation and then stand by it until and unless the Board makes modifications.

Recommendation 5.3: The Board should let the CEO make most specific decisions based on Board policies and direction.

The Board should hire a CEO it believes will make the right decision most of the time. When the CEO comes to the Board with a recommendation, the Board should expect that in most cases it will approve the recommendation. If that confidence wanes, the Board should replace the CEO rather than second-guessing more of his or her decisions.

Several Board members told the Governance Committee that this is current practice, but at least following the Red Line crash, it has not appeared that way. The Board should go on public record that it intends to govern in this manner.

Recommendation 5.4: The CEO should feel free to present any information or recommendations to the Board or the public he or she feels appropriate.

Leading up to the 2011 budget process, the Board provided budget guidance in the form of a resolution that mandated the General Manager present a budget containing no jurisdictional contribution increases and no fare increases beyond the 2-year cost of living increase.

As a result, the General Manager initially released only a single budget with enormous service cuts, which later evolved into a budget with all of the elements the Board guidance had prohibited but no service cuts.

Leaving aside the question of whether or not the Board should have provided this guidance or whether the General Manager interpreted it to be constraining him more than he should, this is not the proper relationship between the CEO and the Board. The CEO needs to be able to present realities, pleasant or unpleasant, to the Board, and a number of options, whether politically comfortable or not. That means

the Board should not try to discourage the CEO from bringing forth any recommendations and the CEO should not feel constrained from presenting potentially unpleasant facts or difficult choices.

The Board Chairman and other members should not be making these types of requests. Their role is to listen to what the CEO is saying and give feedback, and ultimately approve or reject the proposal. They should not be preventing the CEO from asking or from sharing anything with the other members. To ensure this is clear, the Board should add a formal policy on the subject to their operating procedures which are reviewed and updated annually.

Recommendation 5.5: The CEO should serve as the primary public face of WMATA.

In a corporate setting, the CEO is the person who most often represents the company on TV, in the press, at Congressional hearings and in other public venues. In a city, the mayor often fills this role, though the council head often does as well, in that case often because both have political standing and ambitions.

In recent years, the General Manager has often been a less visible public figure than the Board chair. John Catoe had few direct contacts with the press. Richard Sarles is currently serving in an interim capacity, and perhaps partly as a consequence is not doing much to raise his public profile.

The Board should clearly define the role of the Board chair relative to the CEO. The CEO should be the one to go on television or the radio, and should give interviews. He or she should play the role of the most visible WMATA official.

Should the CEO be a member of the Board?

Some individuals and organizations who support elevating the GM/CEO role have suggested making the CEO a member of the Board, possibly even as its chair, as is the case in some other transit systems like the New York MTA.

Without such a change, there will be an inherent and perhaps inevitable tension between the value of having the CEO tell the Board what they don't want to hear, and the desire of the CEO to please those who have the power to fire him or her. It will require some restraint and clear agreement by the Board to avoid the temptation to take over the spotlight, or start deciding more minor details, or to clash with an independent-minded CEO. Riders, advocates, and local jurisdictions will need to maintain the strong expectation with Board members that they treat the CEO like a CEO.

6. Board decision-making should include a clear and accessible public input process

The more the Board is focused on policy, the more each individual decision impacts riders in long-term ways. Policy decisions should not be made lightly or based on initial impressions at a meeting where Board members have not had any opportunity to hear from the public.

In addition, in Recommendation 5 we encouraged the Board to delegate more decisions to the CEO and in Recommendation 3 to concentrate more on policy. The question remains how to ensure the Board resists the temptation to tinker with the mechanics of individual issues and lose focus on policy.

In a legislative system, one check on a legislature's propensity to micromanage issues is its process for making decisions. Most legislatures require public notices and hearings before making decisions. Should the Board institute similar requirements?

At first blush, it would seem that any mechanism that slows down Board decision-making might reduce WMATA's efficiency. However, if Board decisions require a period of time and a public process, it could push the Board to actually decide fewer yet more significant items, and to delegate the operational and more immediate issues to the CEO.

Therefore, in keeping with the legislative theme of Recommendation 1, we suggest that the Board adopt a more legislative process. Some types of decisions can be done quickly, but most other issues should require public comment. If that necessitates more steps in the decision-making process, that can be an advantage.

Recommendation 6.1: The Board should create a standardized process for soliciting public input and involvement on decisions before any vote is taken on that decision.

Currently, agenda items appear on the Board website six days before a meeting, in most cases. Riders can, if they are paying close attention, see this information. If they know how to contact their Board members, they can weigh in. Often, members make their decisions at that meeting.

The Board should modify this process to require public input before taking a vote. This could happen in one of two ways. First, staff could release the information publicly with a longer lead time, announce it publicly, and develop a formal way for people to weigh in. Alternately, staff could present it to a committee but the committee would not vote. After that, the Board could solicit input and then take a vote at a subsequent meeting.

The input itself could take a variety of forms. It could involve public hearings, or posting items online and in public places and allowing feedback via a Web site or phone number. Another option would be for the Riders' Advisory Council to play an increased role.

Recommendation 6.2: The Board should develop a clearer policy around staff releasing information.

Participants in the roundtables explained that staff sometimes feel a tension between the chance of getting reprimanded for not soliciting rider input before presenting something, and the chance of getting reprimanded for talking about something to members of the public before the Board members have had a chance to review it.

Board members shouldn't reprimand staff for either of these actions. The Board should do more to define what it expects from staff and from riders. Sometimes one member of the Board expects one

thing and another member expects something else. The Board should work to reach consensus on when information should be released and how to elicit public feedback.

Recommendation 6.3: The Board should create a clear mechanism for riders to contact individual members.

Riders who live in jurisdictions with elected officials on the Board can send comments on policy to their members via the publicly accessible contact information every elected official maintains. Riders whose representatives are appointed have no similar clear venue.

Today, riders can contact BoardOfDirectors@wmata.com, but there is no assurance that riders will receive a reply, which members will get the message, or who will reply. Some emails on policy issues end up going to the customer support staff and yield a staff response rather than going to a Board member.

The Board should create a process for any rider to send a message to any particular member. One easy way would be to create a Web form on which riders can select a member or their jurisdiction from a drop-down and then enter a comment to go to the member.

As several participants in the roundtables pointed out, in a legislative system (see Recommendation 1) representatives actually play two roles. One is to set policy. The other is to help constituents with issues when the standard administrative procedure has not functioned. For example, Congressmen help people whose Social Security checks have not arrived due to bureaucratic snafus.

This is not a distraction but rather a valuable way to increase public confidence in an institution. The better the standard customer service system becomes, the less members of the public need to reach out to their representatives, but inevitably there are some cases where the standard system breaks down and it becomes necessary.

In its process of defining its role and that of members in recommendation 2.1, the Board should include the "Congressman role" among those expected of Board members.

Recommendation 6.4: Board members should follow up directly on communications from riders and be adequately staffed to do so.

Riders who contact their representatives expect to receive a reply from that individual, even if that reply is actually composed by a staff member. Even so, those replies generally bear the name of the representative, telling the rider at the very least that the representative is generally aware of the issue and has authorized the response.

WMATA Board members should do the same. Naturally, this expectation would create some work for members. If necessary, therefore, they should have adequate staff to handle these inquiries.

Some members may feel they are adequately staffed today, while others may not. For those who are, the existing staff can handle the communications.

For those who are not, we suggest adding some staff inside the WMATA headquarters. This could include employees dedicated to an individual Board member or a member and alternate pair, or shared staff in the Office of the Board Secretary, or other arrangements.

Recommendation 6.5: All Board meetings including committee meetings and special Board meetings should include a public comment period at the beginning,

The public comment period at the beginning of each Board meeting was added in 2005 as a consequence of the same Sierra Club advocacy that resulted in the Riders' Advisory Council. However, the public comment period only exists at the start of each full, regularly-scheduled Board meeting.

In reality, many Board members make up their minds and give guidance to staff at committee meetings. However, committee meetings have no public comment period. Likewise, "special Board meetings" have no public comment period either.

The Board should provide the opportunity for members of the public to speak with them before each meeting, regardless of its size or whether it is "special."

Recommendation 6.6: The Board should repeal the current rule limiting public comment to once every three months.

A little-known provision of current Board procedures restricts any individual from speaking during the public comment period more than once every three months. The Board should drop this provision.

This inherently assumes that the testimony from the individuals at public comment is burdensome rather than useful. After all, if someone has useful input to the Board, wouldn't it be useful during two adjacent meetings as well as when spread out more widely?

In fact, public comment input has often informed Board debates and even led to new policies. Even if some individuals' comments are not as informative, listening to the public is part of the responsibility of legislators. After all, the agency runs on public money and members of the public pay the fares.

Appendix A: Summary of feedback from RAC hearings

The Board relates to three other groups: jurisdictions, riders, and the General Manager and other staff. The feedback at the roundtables can generally therefore be grouped into these three categories, plus a fourth: Who should serve on the Board, to best accomplish the needs from the three relationships?

The below statements are not verbatim quotations from the participants, but paraphrases based on notes. These are grouped into topics to make it easier to understand the discussions, but for any particular topic, the various comments often occurred at separate meetings, each of which had different participants testifying. Except when a word like “replied” is used, the statements do not necessarily relate to each other as those making them may not have heard the others.

How should the Board relate to jurisdictions?

Historical perspective

A number of participants talked about how WMATA’s reputation has shifted over time.

Mr. Benjamin talked about how Metro’s original purpose was to build a rail system rather than to operate it or run the bus system, but he feels the Board has risen to the subsequent challenges and had been viewed positively until the June 2009 Red Line crash.

Following the crash, the public perception changed, Mr. Benjamin said. He explained how he could attend a party before the crash and people would say positive things, while now people talk about Metro’s problems. He said he doesn’t believe the Board’s actions changed over that time period.

Ms. Jeter replied that she felt there had been “cracks” in the system all along, but people weren’t paying as close attention. Also, the system is aging, which exposes problems to a greater extent.

Ms. Hudgins also spoke to this topic, noting that some of WMATA’s biggest challenges involve communication, which wasn’t as necessary when the system was newer and everything worked better. The declining maintenance condition has forced more interaction with the public.

Need for funding

Several participants said they felt that the primary issue facing WMATA is one of funding, and some argued that an examination of governance is missing the key issue.

Mr. Zimmerman said he feels that discussing governance simply gets away from talking about the fundamental problems of funding. The system needs “vast amounts of money,” is not getting it, and little is being done currently to set up a revenue source.

Therefore, advocates are discussing governance, which is academically interesting but, Mr. Zimmerman argued, is not likely to result in any actual changes nor fix the deeper issues.

Ms. Hudgins noted that any private sector company would have invested in its infrastructure to a greater extent over time.

Mr. Euille said that with more money, WMATA could “run like Microsoft,” but in the absence of money it faces many challenges with an aging system.

Ability to advocate for funding

Many participants directly linked the current funding structure to the representation of local jurisdictions on the Board.

Mr. Benjamin explained the history of Maryland’s representation. At first, Montgomery and Prince George’s Counties paid some of the cost of Metro, and the county executives appointed the principal directors. In 1992, the state took over that funding responsibility, and the Governor began appointing the principal directors while the county executives appoint the alternates.

Ms. Hanley said that Virginia localities have to be represented on the Board because they are the ones that appropriate money out of their general funds, and other money for Metro comes from dedicated Northern Virginia-only taxes like the add-on gas tax. As long as localities and residents of the local jurisdictions are primarily paying for transit, they will expect representation on the Board.

Mr. Zimmerman said there is an advantage to having elected officials on the Board, since they are more directly connected to the budget process and can work to get more money allocated, as happened during the FY2011 budget where Northern Virginia jurisdictions were the first to increase support for Metro.

Ability to tie land use to transit

Another way Board members often interact with local jurisdictions is in the discussions over development at and around Metrorail stations. Local jurisdictions hold the zoning powers to decide land use, which affects Metro’s budget since greater development around stations leads to more ridership which increases fare revenue.

Mr. Schwartz noted that elected officials who serve on the Board are in the position of both having an involvement with Metro and also an involvement in local land use decisions. He said that gives them a greater understanding of transit-oriented development and the ridership benefits that come with that development, which benefits Metro.

Jurisdictional veto

There was a significant amount of discussion of the jurisdictional veto. Almost all participants supported retaining the veto.

Mr. Zimmerman analogized the veto to a provision in the U.S. Constitution like the bicameral legislature. He said it was a necessary element to get the three signatories (DC, Maryland, and Virginia) to agree to the WMATA Compact. Any of the three wouldn’t participate if they feared the other two would outvote them on important issues.

Mr. Benjamin said that without the veto, any two signatories could agree to change the funding formula, which allocates costs among the various jurisdictions, to the detriment of the third.

Ms. Hudgins said that new Board members often assume the veto will be burdensome, but that instead of being "overpowering," it often functions as "collaborating" by making sure the jurisdictions work together to find a solution instead of simply deciding on a divisive majority vote.

Mr. Benjamin also said that the veto is rarely used, and that a bias exists against using it.

Ms. Mack pointed out that the veto can only be used to "pause" progress instead of make progress. She said it sounds worse than it works in practice.

Ms. Mack also noted that DC is often the jurisdiction that feels most vulnerable, because it and Arlington are more central and urban than the outer jurisdictions and its riders therefore have different needs than those from Maryland and outer jurisdictions in Virginia.

Mr. Watson relayed an example when most of the system had been constructed but not the Green Line between U Street and Fort Totten. There was a desire for trains from Greenbelt to switch to the Red Line and run to Farragut North, a service pattern that was ultimately adopted for a period of time. However, DC was fearful that this would result in the inner Green Line being cut for cost reasons, and thus used the veto to prevent this service pattern until contracts were issued for the construction of the line.

Reactions: Mr. DeBernardo pointed out that even if the veto is officially used only rarely, it is often threatened, similar to the way the filibuster is threatened but not formally used in the U.S. Senate.

Mr. Alpert noted that while it is only a tool to slow things down, sometimes that leads to a certain brinksmanship where one or more jurisdictions holds up an important decision, like the budget, in order to exact concessions as the danger of delay becomes great.

Hazards of the veto

Some participants pointed out potential dangers in the veto.

Ms. Hanley suggested that the veto should only be used in important situations. If a jurisdiction threatens to veto over other matters, it can cause gridlock.

Mr. Ross's statement (as read by Ms. Slater) also talked about a potential for gridlock, and noted the paralysis of the Washington Suburban Sanitary Commission as an example. He also worried that members could use the veto power to assert control over hiring or procurement decisions.

Mr. Ross's statement further noted that the original Compact provided for members to be chosen independently, such as by the two separate county executives in Maryland, but that has changed as the Governor of Maryland now appoints both members. Consequently, members from other jurisdictions now vote more often in concert, making it more likely the veto will be used.

Mr. Ross's statement pointed out that the Maryland secretary of transportation effectively holds the veto power on his or her own since he or she controls the Maryland Board members. While they have been dedicated public servants and not tried to improperly use the veto power, he said "governmental structures should not be designed for angels."

Reactions: Committee members appreciated these dangers but felt that there is little alternative to the veto. They did not feel that separately chosen members would make a significant impact on the veto and that there is no way to limit it to the truly important issues as there is no clear definition of an important issue. For example, the case Mr. Watson cited about the Green and Red Line service could seem to be a less important issue, as it only pertained to the running of some trains in a way that purely added rider value. However, DC considered it very important since it could have impacted the construction or cancellation of a line segment entirely inside its borders.

How should the Board relate to riders?

Need to educate riders

Several participants cited education of riders as being a role of the Board that should not be neglected.

Ms. Jeter said that education of the public on transit is a missing element today.

Mr. Benjamin and Ms. Mack said that riders need to have more education on how the system works and why it costs what it costs to run it. Mr. Benjamin relayed an example of one person at a budget hearing who accused the Board of cutting costs and service or raising fares so that it could pay more money to shareholders. (There are no shareholders and WMATA does not generate profit.)

Ms. Hanley said that just as a more informed electorate often makes better decisions when voting, a better informed riding public can better give input to the Board.

Role like a Congressman

Mr. Zimmerman said that large bureaucracies face an "inherent limitation," in that they need hierarchical structure to be efficient, but which also can cut down on responsiveness to those on the outside. He said that people within the organization may want to help an individual but also have to respect the structure and the roles of others who are in charge of that area, and that sometimes the decisions are policy ones which they cannot make on their own.

Therefore, Mr. Zimmerman suggested that one important function of a Board member is analogous to a Congressman, who is formally responsible for voting on legislation but also spends considerable time helping constituents with problems that the regular bureaucracy doesn't solve. He called this an "escape valve," and said it's necessary for there to be public support for the bureaucracy.

As an example, Mr. Zimmerman said that Board members sometimes deal with issues where a bus often doesn't show up, but the supervisor is rationally focused on other performance metrics. He argued that

no system can function without some people in the role of a legislative representative who can get involved when necessary.

Releasing information to riders

One question posed at some roundtables related to the way WMATA discloses information about performance. Staff often seem reluctant to release information, sometimes believing they are not allowed to share it until it has been presented to the Board.

Ms. Hudgins agreed, saying that the agency often acts with undue caution about when to release information, who to release it to, and how much to share. She expressed a desire for WMATA to be freer with information that is not confidential, proprietary, or subject to policy debate.

Ms. Hudgins also said she would like to ensure that information also goes to the Board so that they are not surprised to see it in the press. She suggested the Board and General Manager reach some understanding about this process, to avoid the public thinking of the agency as "impenetrable."

Mr. Zimmerman said he thinks WMATA can do a better job of "communicating and being communicated to."

Ms. Hanley argued the Board needs to do more in this area, saying, "Sunshine needs to be first, not last."

Need for public input

A number of participants noted how the Board often makes policy decisions on issues without having much or any opportunity to hear from the public.

Mr. Watson said that the public should not be surprised by any policy decisions the Board is making on any particular day.

Ms. Hanley said that the Board often only starts focusing on an issue the day they're going to hold a vote, either in committee or at the full Board. She suggested the Board take time to listen to people and get feedback earlier in the decision-making process.

Mr. Downey pointed out that agenda items are typically posted online the Friday before a Board meeting.

Mr. Zimmerman said that he often asks staff what the RAC thinks of an issue, even knowing that staff has not asked.

On the other hand, Mr. Zimmerman noted that staff face a dilemma between the need to share information and the possibility of it getting them in trouble with Board members for not showing the information to the Board before releasing it publicly. Therefore, staff often wait until an issue is fully analyzed, which sometimes means they do not tell Board members either.

Reactions: The Governance Committee discussed this issue significantly at its follow-up meeting. Some noted that other agencies use longer timelines for discussing issues, compared to WMATA where an issue goes to the full Board just two weeks after a committee meeting, and given the posting of agendas the Friday before, that can be just eight days after. Some agencies use a six-week process.

Ms. Everline said she thought that two weeks was too quick. She said when she was on a hiatus from working, she could keep up with issues before the Board posted 6 days before a committee or full Board meeting, but that she thinks most people who work full time would not be able to even become aware of most issues in that time frame, let alone review materials and provide comment.

Ms. Walker suggested looking to federal rulemaking processes which have longer periods for public comment.

The Governance Committee also discussed the DC Council's process, which requires hearings but allows for "emergency" legislation that circumvents that process. However, "emergency" legislation requires a supermajority to declare an "emergency" and must expire after a fairly short period of time unless it is extended through the permanent process.

Opportunities to communicate with the Board

Mr. Jaffe pointed out that Board members who are elected officials have more evident ways to be reached. They are often more well known and get stopped in public places like supermarkets. Also, they have email addresses posted on their public Web pages.

Meanwhile, Mr. Jaffe noted that there is no way to directly reach an appointed member. There is an email address, BoardOfDirectors@wmata.com, which goes to the Office of the Board Secretary.

Reactions: Mr. Pasek informed the Governance Committee that the emails to BoardOfDirectors@wmata.com are all presented to Board members in a spreadsheet each week.

Ms. Everline said that she has sometimes emailed that address and not received any reply.

Staff for Board members

Some participants talked about whether Board members need additional staff to assist them in their role in interacting with and advocating for riders.

Mr. Jaffe suggested that Board members receive additional staff. He pointed out that elected officials use their elected office's staff to communicate with constituents on Metro issues, but that appointed members have no such resource.

Ms. Hudgins said that she has a dedicated transportation staff person who works for Fairfax County, but that person is focused on Fairfax's interests, and that it could be beneficial to have greater staffing at Metro.

Reactions: Ms. Walker suggested there could be an intermediate process between submitting a customer service form, which most riders feel disappears into a black hole, and actually getting a Board

member involved. Perhaps there could be some staff members who are more visible to riders for complaints.

Need for public standing

Mr. Jaffe also pointed out that either the Board or General Manager should be in a position to rally the public behind an agenda. He said this requires members who have "high public standing and accessibility."

How should the Board relate to the General Manager?

Policy Board

Many current and former Board members expressed a clear sense that the Board is a "policy board."

Mr. Benjamin said that in testimony to Congress and the NTSB, he was repeatedly asked why the Board wasn't aware of various specific details, and that he replied that they are a "policy board."

Micromanaging vs. effective oversight

Mr. Benjamin said the Board is often accused of micromanaging, but that he isn't sure he or anybody else knows what micromanaging is. He doesn't think people would be happy if the Board only met quarterly and only discussed "great and ethereal policy issues." On the flip side, he doesn't think people want them to decide "who should be hired, who should be fired, and how the bus operators should sit in their seats."

Mr. Zimmerman said he hears two major criticisms of the Board. One is that they micromanage too much, and the other that they are not paying close enough attention. He said the NTSB, for example, wants the Board to have known about technical details around safety, but also criticized it for micromanagement. He argued that these are "completely contradictory."

Ms. Jeter said that many of the issues the Board focuses on should be in a day to day category better handled by staff, but that the Board should be spending more energy on safety, on ensuring compliance with OSHA rules, NTSB recommendations, and workmen's comp rules.

Mr. Dyke relayed a statement by NTSB Chair Debbie Hersman that she didn't expect Board members to become track inspectors. However, he said the Board could metaphorically pound on the table and make it clear that they are serious about safety and the lack of a safety culture, and ask staff what they can do to ensure both.

Need to set goals

Some participants suggested the Board do more to set high-level goals and objectives and monitor progress against those, in addition to simply being reactive to items that come before them.

Mr. Downey said the Board needs to take on a higher level role, setting parameters and giving reactions to items instead of "trying to ... hit at pitches as they come in."

Ms. Mack encouraged the Board to create a process for setting objectives and monitoring progress against them. The objectives could appear on the General Manager's evaluation each year.

Mr. Bradley recommended that the Board give staff performance measures and ask them to meet those. He said that his board at the Downtown BID just approves a general direction and budget, and judges his performance as Executive Director, but isn't more involved day to day. He thinks the WMATA Board should follow a similar model.

Need to set policy

Related to this, many participants discussed how much the Board should be defining more general policies outside of individual cases, but that would guide actions on individual cases.

Ms. Hanley said Board member should spend more time talking about issues when they are not facing an immediate vote.

Mr. Downey suggested the Board do more to set general policies. On fares, for example, he recommended the Board decide if they want fares to reward regular riders, giving bigger discounts to those who ride every day, or support tourists, or something in between.

What the Board shouldn't do

Participants gave several examples of issues they believe the Board should not get involved in.

Mr. Watson listed the colors of seats and carpeting in railcars as items the Board should delegate to staff. He said the Board used to worry about such issues.

Mr. Benjamin said that over the last 5-6 years the Board has backed away from deciding several specific types of issues which they believe should be delegated to staff. He said they now stay away from decisions about hiring of top managers below the General Manager and in procurement decisions.

Mr. Downey criticized the Board's discussion in August of fare policy concerning letting SmarTrip cards go negative. He said such issues cannot be discussed well in the Board context, and is too detailed and complex for them to try to resolve.

Power of individual members

Ms. Hanley explained how the attorney for the Fairfax County school board spoke to new members when she joined in 1984, and made it clear to them that they have no individual authority, only as members. They cannot promise to change anything or direct staff to take any actions. They can only act as a body.

Ms. Hanley suggested the WMATA Board also have a clear framework that they have no individual authority, and that if a member asks staff to take action on a policy issue, the staff should insist that the guidance come from the full Board instead.

General Manager versus CEO

Participants at one of the roundtables spent significant time discussing the role of the General Manager.

Ms. Hanley said the Board should hire a General Manager they can trust, whom they respect, and then let that person do the hiring and make most decisions. She argued the Board should recognize that if the General Manager is recommending something they probably have good reasons, and should avoid undermining the GM.

Mr. Downey suggested the General Manager be considered a CEO. Changing the name is only a part of that distinction. He said "General Manager" is a 50-year-old term which implies a "hired hand" to simply make the trains run, and that WMATA needs more than that.

Mr. Downey added that many Board members have suggested bringing in a CEO type person, but that would also mean giving the CEO wider latitude and to have the CEO represent the organization to the public and outside groups.

A question was asked about the FY2011 budget process, where the Board passed a resolution on budget guidance that limited the General Manager to producing a budget that contained no jurisdictional subsidy increases and no fare increases beyond a two-year cost of living increase.

Mr. Downey said that if the Board wants a CEO, they will have to be willing to listen to what the CEO says, and hear things the way they are. The CEO has to have the freedom to lay out options for the Board to choose among.

Role of the Chair

Participants discussed who the Chairman should be and whether the position of chair should rotate as it does today.

Mr. Downey added that he would prefer to see a structure similar to New York's where the CEO is also the Chairman of the Board.

In his editorial, Mr. Homer had suggested the chairman serve for a fixed term longer than one year instead of maintaining the annual rotation among jurisdictions. He suggested a chairman selected through some other process, such as by agreement between the governors and mayor of the three Compact signatories.

Mr. Jaffe noted that in the Port Authority of New York and New Jersey, the Governor of New York appoints the executive director, while the Governor of New Jersey appoints the chairman.

Reactions: Mr. DeBernardo suggested that not having the chair rotate among jurisdictions, but allowing members to select and re-elect any member as chair, could promote a more regionalist perspective. Board members would have to select someone who they felt would not be parochial, but who would consider a wider perspective.

Who should serve on the Board?

Much of the discussion surrounding governance has involved what people and what type of people should comprise the Board.

Value of elected officials

Most of the participants praised the value of having local elected officials serve on the Board.

Mr. Watson, who was not an elected official himself, said that Metro is a political organization and always will be. He also thinks it should be, because there are many policy questions which require political judgment. He thinks that local elected officials should remain on the Board.

Mr. Zimmerman said that riders are best served when people on the Board are answerable to the public.

Mr. Jaffe said with few exceptions, elected officials are accessible to riders while appointed members are not accessible.

Mr. Schwartz said his organization likes having elected officials on the Board because they are more responsive, more accountable, and more transparent. He also added that the Virginia members, who are all local elected officials, were the leaders in increasing jurisdictional contributions on the budget. Meanwhile, Maryland's members had little authority. Advocates had to go to the Governor, and to reach the Governor they had to reach the Secretary of Transportation.

Appointed members

Some participants also praised having some appointed members, especially alternates.

Mr. Watson said that he would like to see a professional class of "technocrat" members. He said that Bob Ostrum from Prince George's County, who was a former county attorney, and himself, a former DC city auditor, were appointed as individuals who had government expertise but were not incumbent politicians. He felt that this helped the jurisdictions to have professionals with the time to analyze policy and also to have people not interested in "the sound bite."

Value of a mix

A number of participants praised having some combination of elected officials and appointed members.

Ms. Mack said there is no one type of representative who functions better than another. She said it's important to keep elected officials on the Board, who bring one constituency to the Board, and appointed officials who bring a "public perception" to the Board.

Mr. Watson said having public officials "increases the prestige" of the Board, and gives allies and spokespeople inside the local governments, but that he would make the alternates appointed members to lend more professionalism to the Board.

Mr. Schwartz suggested that Montgomery and Prince George's Counties consider appointing elected officials as their alternate members because the principal members in Maryland are already appointed. This would provide for a mix.

Should members be paid?

There had been negative press recently around the fact that a few Board members were being paid while most are not. WMATA does not pay Board members. Marcel Solomon, the alternate from Prince George's County, was making \$39,656.90 from the county for his service.

Mr. Zimmerman noted that Virginia members get \$50 for each meeting, which is a nominal amount. They also must attend the meeting to collect this stipend.

Mr. Watson said he had been paid by DC, as had Bob Ostrum from Prince George's. He said this helped them devote most of their time to their role on the Board. He suggested appointed alternates should be paid.

In his blog post, Mr. Drummond advocated for banning the practice of paying members. He called Board membership a "public service where people should be honored to serve through appointment." He said a small stipend is fine but "the salary of a first-year teacher" is unacceptable.

Directly elected members?

Some participants suggested the option of directly electing members of the Board, but all current or former Board members who spoke on the subject gave negative reactions to the concept.

Mr. Jaffe said he saw value in having members be elected directly by riders.

Mr. Ross, in his written comments, suggested analyzing this option.

Mr. Zimmerman said that three boards in the nation have directly elected members, Denver's, the San Francisco Bay Area's BART, and AC Transit, the bus system for Alameda County, California. (Alameda County contains Oakland and Berkeley and is also part of the BART service area. In addition to these, Salem, Oregon also has an elected board.)

Mr. Zimmerman warned against having directly elected members if they lack the ability to fund the system. Otherwise, he said, people will run on the idea of improving service but be unable to bring in the necessary money. In that case, he said the role would be more like running for student government.

Mr. Watson said it would be a horrible mistake to have directly elected officials. He said much "common wisdom" is plain wrong, and worries people would campaign on ideas that sound reasonable but which are entirely incorrect. As an example, he pointed to a case where Congress insisted freight trains travel only 5 mph near transit tracks after a spate of freight trains derailling. However, freight trains are actually less stable at low speeds.

As another example, Mr. Watson said that, while the last bus or train of the day often draws light ridership, many people are willing to stay out late and take a bus or train a bit earlier just having the

comfort that the last run is available afterward if need be. However, many people don't recognize that and he expressed concern elected members would campaign on a platform such as removing the final run not realizing its impact on ridership at other times.

Mr. Downey said most elected boards are terrible, with a couple being mediocre. He noted that some cities have had anti-transit activists seek election, and in one city, they took over the board entirely. Other people run solely with the ambition to reach higher office.

Representation by the State of Virginia

There was considerable discussion of the recent request from the State of Virginia to NVTC to let the Governor appoint two of Virginia's members. Secretary of Transportation Sean Connaughton argued in a letter that the state is paying over half of the total cost of Metro and therefore is entitled to half the seats.

Mr. Schwartz argued that these numbers are incorrect, and only 20-30% is coming from the state.

Ms. Hanley noted that the Commonwealth is counting the add-on gas tax, which is only charged in Northern Virginia and collected by the state but sent directly to WMATA. She argued that is not really a state expenditure.

Ms. Hanley worried that state appointees would not be responsive to riders. She said she doesn't like a situation where Board members are appointed by any group that isn't responsive to the region's needs.

Mr. Schwartz added that "Richmond is distant in more than geographic distance."

Mr. Jaffe called Mr. Connaughton's request "alarming" because of "the remoteness and automatic built-in lack of accountability."

Mr. Watson said that the change in Maryland to members appointed by the governor was the worst thing that could happen from the riders' perspective in terms of Board membership. Montgomery and Prince George's gave up their representation for only 12.5% of the Metro funding each. He said that state appointees will not be as responsive to riders.

Other expansion of the Board

In addition, Ms. Jeter suggested adding a representative of the workers to the Board.

Mr. Drummond advocated in his blog post for adding representation to the other jurisdictions, like the City of Fairfax or Loudoun County, which are not represented on the Board today except through NVTC.

Ms. Mack said that while it would be possible to add representation from different groups, there is no one set of individuals that would be best. Instead, the Board should focus on objectives.

Mr. Zimmerman noted that the WMATA Board is one of the smallest boards among U.S. transit agencies. He said that the system as originally devised in the 1960s ensures a voice by specific entities of government that needed representation, but was not so big as to be unwieldy.

Mr. Zimmerman added that the addition of 4 federal members makes the Board a bit less nimble, and that if the governance process results in opening up the Compact to changes, the result will likely be an even larger Board, since for example the State of Virginia wants representation but local jurisdictions need to be a part of it as well if they are funding the system.

Mr. Bradley said that while he was at the Connecticut Department of Transportation, the state was able to have its needs met regarding the New Haven branch of the Metro-North Commuter Railroad even though Connecticut did not have any seats on the MTA board. Instead, they worked with the staff of MTA and worked through the governors.

Mr. Bradley argued that the current Board structure is too large, noting that when he was in Connecticut the MTA Board had only 5 members. [It now has 17.¹¹] He said this structure consumes a huge amount of time and takes away from staff carrying out their duties.

Federal appointments

The federal government currently has two vacant spots on the Board. Some participants noted dangers if the government ends up appointing members from outside the region.

Ms. Watson expressed concern about the federal representation, noting that while he has no problem with Mr. Downey, at times NCPC (the National Capital Planning Commission) has had a chair from outside the region. He cited an attitude that Washington and the region somehow owe something to the nation and that it's appropriate for people from outside to come in and run local institutions.

Note: Mr. Downey lives in Vienna, Virginia, and Marcel Acosta, the federal alternate member, lives in the District.

Importance of attendance

Many participants expressed a concern about the poor attendance of some members of the Board.

Mr. Dinegar said he hoped the RAC was as "chagrined" as the Board of Trade by the revelations in the *Washington Examiner*:

¹¹ <http://www.mta.info/mta/leadership/board.htm>

By the numbers Metro board of directors attendance

BOARD MEMBERS	JURISDICTION	MEETINGS MISSED	% MISSED*	FULL BOARD MEETINGS MISSED	% MISSED
Michael Brown**	D.C.-Alternate	52	66%	18	64%
Marcell Solomon	Md.-Alt. P.G.	42	51%	14	48%
William Epalle	Va.-Alt. Alexandria	34	41%	8	28%
Neil Albert	District	24	29%	8	28%
Gordon Linton	Md.-Alt. Montgomery	20	24%	6	21%
Jeff McKay	Va.-Alt. Fairfax	17	21%	5	17%
Manuel Acosta***	Fed.-Alt.	9	19%	2	20%
Anthony Giancola	D.C.-Alt.	15	18%	8	28%
Elizabeth Hewlett	Md.-P.G.	9	11%	2	7%
Jan Graham	District	5	6%	0	0
Mortimer Downey***	Fed.	1	4%	0	0
Peter Benjamin	Md.-Montgomery	1	1%	1	3%
Christopher Zimmerman	Va.-Arlington	1	1%	0	0
Catherine Hudgins	Va.-Fairfax	0	0	0	0

LEGEND:

Alt. = Alternate member

* Board members were not counted absent from a committee if they were attending another Metro committee meeting simultaneously, as occurred on Feb. 18 and April 8, 2010.

** Brown was sworn in Jan. 29, 2009.

*** Acosta and Downey were sworn in Jan. 28, 2010.

Source: Metro board of directors' approved minutes, Jan. 8, 2009, through July 1, 2010

<http://www.washingtonexaminer.com/local/Metro-board-members-play-hooky-1005888-99658089.html>

Ms. Hanley said individual jurisdictions should make clear that Board membership is a time-consuming obligation, not an honor. It's a responsibility to run an operating agency, the same as the boards and councils in the jurisdictions.

Mr. Dyke called for accountability from Board members, including when members don't show up and don't participate.

Ms. Hanley added that if members aren't willing to show up for every meeting with some exceptions, the public should know and they should step down. She noted that being effective on the Board requires remembering decisions made at previous committee meetings or in previous years, and the reasons for those decisions. She said that Board members can't simply show up to cast votes and still be effective.

Responsibility to ride the system

On February 22, 2009, the *Washington Post* wrote that "Half of Metro's 12 board members ... do not regularly ride the train or bus system they oversee. And even as members say they need to trim expenses and boost revenue, several haven't paid their parking fees at Metro headquarters for at least 2 1/2 years."

Mr. Drummond suggested requiring Board members to ride the system at least 3 times per week during the morning and evening rush hours, and requiring members to pay instead of getting free transit as they currently do.

Some committee members suggested that Board members should not be entitled to parking spaces at WMATA headquarters. Currently, they can park in the building, though there is a charge.

Is MWAA a model?

Some who testified at the COG/Board of Trade task force, such as Bob Chase of the Northern Virginia Transportation Alliance, suggested looking to the Metropolitan Washington Airports Authority (MWAA) as a model.¹² Governance Committee members asked some participants what they thought of this idea.

Ms. Hanley said that she respects MWAA, and supported giving it the responsibility of building the Dulles line, but pointed out that MWAA has a dedicated revenue source in the airport and ticket fees, which means it doesn't have to rely on appropriations from any governmental entity. Therefore, she argued it is not a good model for Metro.

Mr. Schwartz said the comparison to MWAA seriously concerns him. He noted that MWAA has very little transparency, and the press does not report on its meetings. In fact, he said he checked their Web site and could find no information about the time or place of meetings. MWAA is receiving public revenue but is not accountable.

Regionalism?

Mr. Dinegar asked the group if Board members representing individual jurisdictions could act with a "regional mindset." He wondered how members could go into a meeting and take off their "local hat" and put on the "regional hat."

Ms. Hanley noted that most riders don't work in the same jurisdiction in which they live. Therefore, strong regional cooperation is in the interests of all jurisdictions.

Ms. Hudgins said that many of her constituents might ride a bus and a train and then end up on a bus in DC. She wants them all to have a good experience, and therefore makes her decisions for all riders, wherever they start or end their trips.

Mr. Watson suggested more Board members attend hearings in other jurisdictions to get more of a sense of the opinions and concerns of riders elsewhere.

Reactions: Mr. DeBernardo noted that any members will be political if they are appointed by political people.

Ms. Walker suggested that the only difference is between people who are overtly political and those whose political interests are more "subterranean."

¹² <http://www.mwcog.org/about/governancetaskforce/task%20force%20docs/nvta.pdf>

Appendix B: Current WMATA governance

Board composition

The Washington Metropolitan Area Transit Authority (WMATA) is governed by a 16-member Board of Directors. Four members represent the District of Columbia (DC), four the State of Maryland, four the Commonwealth of Virginia, and four the federal government. The federal members are new additions in 2010 and only two have been appointed thus far.

Of each four, two are Principal Directors and two are Alternate Directors. Each alternate is designated as the alternate to a specific principal. At full Board meetings, only principal members may cast votes. If a principal is absent, his or her alternate may cast the vote. In DC, the other alternate may also cast the vote if the designated alternate is not present.

This is the current composition of the Board:

Name	Juris.	P/A	Government position	Appointed by
Jim Graham	DC	Principal	Councilmember, Ward 1	DC Council
Michael Brown	DC	Alternate	Councilmember, at-large	DC Council
Neil Albert	DC	Principal	City Administrator	Mayor
Anthony Giancola	DC	Alternate		Mayor
Peter Benjamin	MD	Principal		WSTC/Governor
Gordon Linton	MD	Alternate		WSTC/Mont. Executive
Elizabeth Hewlett	MD	Principal		WSTC/Governor
Marcel Solomon	MD	Alternate		WSTC/P.G. Executive
Christopher Zimmerman	VA	Principal	Member, Arlington County Bd.	NVTC
William Eulle	VA	Alternate	Mayor, City of Alexandria	NVTC
Catherine Hudgins	VA	Principal	Member, Fairfax Bd. of Sups.	NVTC
Jeffrey McKay	VA	Alternate	Member, Fairfax Bd. of Sups.	NVTC
Mortimer Downey	Federal	Principal		President/GSA
Marcel Acosta	Federal	Alternate	Executive Director, National Capital Planning Commission	President/GSA

Each jurisdiction has a different mechanism for appointing the members. In DC, the Council appoints the members, but by convention one principal and one alternate are chosen by the Mayor.

In Maryland, the members are formally appointed by the Washington Suburban Transit Commission, but in practice as a result of the state paying for the Maryland share of WMATA operating costs, the Governor selects both principal members, and the County Executive of each of Montgomery and Prince George's Counties appoint one alternate each.

In Virginia, members are appointed by the Northern Virginia Transportation Commission, a body with voting members from the various local jurisdictions in the WMATA Compact area (Arlington, Fairfax and Loudoun Counties, the Cities of Alexandria, Fairfax and Falls Church), members of the state legislature,

and a representative of the Governor. NVTC has always appointed principal members from Fairfax and Arlington Counties and alternate members from Fairfax County and the City of Alexandria.¹³

Federal members are appointed by the President of the United States through the General Services Administration.

Board structure

The Board is headed by a Chairman. The current Chairman is Peter Benjamin. The First Vice-Chairman is Catherine Hudgins and the Second Vice-Chairman is Neil Albert.

The chair rotates by convention among the six voting slots, so each jurisdiction has a member serving as chair once every three years, and each individual member is chair once every six years. The First Vice-Chairman has always [?] been elected Chairman and the Second Vice-Chairman elected First Vice-Chairman. At times, the chair has even been a member who just joined the Board, as in 2007 when Elizabeth Hewlett replaced incoming Chairman Charles Deegan and immediately became chair.

However, the Compact does not require this process. The Board simply elects a chair each year, and can choose based on any criteria they wish.

Much of the work of the Board takes place through committees. Alternates who are designated members of committees have the same voting privileges in that committee as principal members. Some committees are "committees of the whole," where all 14 (currently) Board members are members of the committee, while others only comprise a subset of the Board members.

Current committees are:

Name of Committee	Chair	# members	Public meetings?
Safety and Security	Mortimer Downey	14 (whole)	Yes
Joint Development & Real Estate	Jim Graham	14 (whole)	Yes
Customer Service & Operations	Christopher Zimmerman	4 + chair	Yes
Finance & Administration	Catherine Hudgins	5 + chair	Yes
Policy, Program Development, & Intergovernmental Relations	Neil Albert	4 + chair	Yes
Technology Review Subcommittee	Anthony Giancola	2 + chair	No
Audits & Investigations Subcommittee	Anthony Giancola	3 + chair	No

The Board chairman is an ex officio member of all committees and subcommittees.

This committee structure changes from year to year and sometimes within years. For example, in 2009, all committees (at least those that met publicly) were all Committees of the Whole. In September 2010, the Board voted to establish a new Safety & Security Committee and rename the Customer Service,

¹³ <http://www.thinkoutsidethecar.org/pdfs/Wmata%20Governance%20Issues%20%5BCompatibility%20Mode%5D.pdf>

Operations & Safety Committee to the Customer Service & Operations Committee at the suggestion of the National Transportation Safety Board (NTSB).

Board meetings and procedures

The Board meets monthly on a Thursday, usually the fourth Thursday of the month. Monthly meetings of the Board are open to the public. Audio is broadcast over the Web and archived audio posted afterward. The agenda for the Board meeting is typically posted the Friday before the meeting, though sometimes agenda items are not posted and instead a note is posted saying that materials will be made available at the meeting itself.

There is a public comment period at the beginning of each meeting, where members of the public are permitted to speak for up to two minutes each. The Board reserves the right to limit this period if many people sign up. Members of the public are only permitted to speak once in any three-month period.

Committee meetings have no public comment period. Some committee meetings are public like full Board meetings in that their dates are listed on the publicly accessible calendar and members of the public may attend. Audio is broadcast and archived like full Board meetings. Other committees never have their meetings announced publicly and do not post agendas or audio.

Advisory committees

The Board is formally advised by three outside groups. The Riders' Advisory Council (RAC) is made up of 21 riders (currently 20 with one vacancy), 6 each from DC, Maryland, and Virginia, two at-large, and the chair of the Accessibility Advisory Committee.

RAC members are appointed by the Board, technically as a whole but in practice by individual members based on their jurisdiction. Members serve staggered three-year terms and may serve for up to four full terms. The RAC elects a Chair from among its membership and one Vice-Chair from each of DC, Maryland, and Virginia.

All RAC meetings are open to the public and, beginning in September 2010, audio is posted online following the meeting. Agendas are posted online in advance. The RAC meets once a month on the first Wednesday of each month. In addition, the RAC has a number of ad-hoc and standing committees that hold additional meetings, also open to the public.

The RAC chair or a designee makes a monthly presentation to the Board at its full meeting. The RAC often also approves letters or resolutions which are sent to the Board.

The Accessibility Advisory Committee (AAC) also combines members from DC, Maryland, Virginia, and at-large members, and advises staff and the Board on issues affecting riders with disabilities.

The Jurisdictional Coordinating Committee (JCC) is made of representatives from the local, state and federal governments, usually their departments of transportation that operate local bus service. The JCC's members also typically serve as staff to the jurisdictions' Board members advising them on matters

of policy. Therefore, JCC meetings often explore policy issues that cross jurisdictional lines or provide staff with early input on how Metro projects would interact with jurisdictional efforts and priorities.

While the JCC meets and discusses issues of interest, it does not vote or provide advice as a body. Individual members report the committee's discussions and provide input to their Board members individually. Agendas, minutes and recommendations are provided to Board members but not to the public.

Staff

The Board of Directors hires a General Manager who manages all WMATA employees with only a few exceptions: the Office of the Board Secretary, the Inspector General and staff, and the General Counsel. WMATA has no permanent General Manager at the moment. The Interim General Manager is Richard Sarles. A search is underway for a permanent General Manager.

Funding

WMATA receives its funding from fares and from jurisdictional subsidies.

WMATA has no dedicated revenue source, such as a local tax or tolls, under its control. All funding other than fares must come from federal, state or local governments.

The District of Columbia, functionally a state, pays its contributions from the District general budget. The State of Maryland pays the costs of WMATA subsidies from state transportation funds.

In Virginia, local governments pay most of the costs of subsidies. According to NVTC, the state government currently pays 28% of Virginia's WMATA funding.¹⁴ Some additional funding come from dedicated taxes, such as an add-on gas tax, which is charged in Northern Virginia jurisdictions and collected by the state but dedicated to transit in Northern Virginia. Finally, the remainder of the subsidy is paid out of general revenues by the individual jurisdictions (currently the Counties of Arlington and Fairfax and the Cities of Alexandria, Fairfax and Falls Church).

The federal government pays no ongoing operating costs. It contributes capital funding under a recent agreement, \$150 million per year matched by DC, Maryland, and Virginia for \$50 million each. Congress must appropriate the money each year, and has done so once so far. Future years' funding will depend on Congress's leadership, the interests of appropriators, and budget pressures.

¹⁴ <http://www.thinkoutsidethecar.org/pdfs/WMATA%20Governance%20Issues%20%5BCompatibility%20Mode%5D.pdf>

Appendix C: Public feedback to draft report

Feedback Process

The Riders' Advisory Council approved releasing a draft report for public comment at its November 3, 2010 monthly meeting. The report was released on November 9, 2010 and uploaded to the Council's website. Members of the public could provide their comments on the report via the Riders' Advisory Council's email address (raccomments@wmata.com). Three members of the public provided comments on the report via email.

The Council also hosted a public comment session in to receive feedback on the report. This meeting was held on Wednesday, November 17, 2010 at 7 pm at the WMATA Headquarters building, and was announced via a press release issued by WMATA on November 16. Approximately 10-12 members of the public attended this meeting, along with 10 RAC members. Also in attendance at the November 17 meeting were Metro Board Chairman Peter Benjamin and Dennis Jaffe of the DC Chapter of the Sierra Club, both of whom had participated in the Council's discussions sessions held in September 2010.

The following is a summary of the responses received and a response. The comments are not direct quotations from the testimony but are rather summaries of the main points.

Comments received at the November 17 session

Jenna Baldwin, District of Columbia:

- There is a disconnect between Metro headquarters and its front-line personnel, a lack of accountability within Metro, a lack of focus on customer service and a disconnect between the unionized employees and riders.

Response: The recommendations, especially those strengthening the executive function in Recommendations 5.1 to 5.5, will help address these concerns.

Lourdes San Pedro, Fairfax County:

- It is important that a member of the Board be a regular MetroAccess user.

Response: It would not be possible to require this without modifying the Compact and difficult to require it even with changes, but pushing Board members to try MetroAccess (Recommendation 2.3) can represent a start in making sure Board members understand MetroAccess issues.

David Kaplan, City of Alexandria:

- Since the Board doesn't appoint its own members, how will the recommended attendance standards be enforced?

Response: Recommendation 2.4 calls for appointing authorities and jurisdictions to follow the standards. That recommendation has been modified to further request that they codify these standards in their own procedures or in the form of resolutions to give them additional weight.

- While Board members should be aware of MetroAccess issues, it may not be necessary for them to use the service on a regular basis.

Response: Agreed. The standards for using Metro services (Recommendation 2.3) should only ask Board members to take occasional trips on MetroAccess to experience the service, not to use it habitually for personal transportation.

- The current size of the Board leaves many riders without representation, as the City of Alexandria is only represented by an alternate member and the Cities of Falls Church and Fairfax don't have any representation.

Response: This is true. The RAC feels the current size of the Board is appropriate, and therefore recommends maximizing the level of individual representation from appointed members within the framework of the Board's existing size. For this reason, Recommendation 1.1 includes the phrase "to the extent practical."

- Not sure about having additional Board support staff working directly for WMATA; this would result in additional positions on Metro's payroll and Board members would still need jurisdictional staff to advise them on other matters.

Response: It is true that Recommendation 6.4 could lead to additional staff on WMATA's payroll. For that reason, the recommendation only calls for adding staff as needed specifically to respond to public communications, not necessarily for all members and not to duplicate the existing work of jurisdictional staff to advise on policy.

Peter Benjamin, Montgomery County and WMATA Board Chairman:

- Maryland law prohibits elected officials from serving on appointed boards and commissions, thereby making it impossible to implement Recommendation 1.1 that the Board should include elected officials representing as many riders as possible.

Response: The text accompanying Recommendation 1.1 has been amended to recognize this law and to recommend that the law be modified or the Governor grant waivers specifically to exclude the WMATA Board.

- Current Board procedures already prohibit Board members from directing staff individually, as suggested in Recommendation 4.1. They note that the guidance cannot come from individual Board members, but must rather come from the Board as a collective body.

Response: This is true but this procedure is not always followed. The recommendation has been reworded to reflect this, and that recommendation split into two.

- With regard to Recommendation 6.1 on public input on Board decision-making, the report should provide recommendations on the types of activities for which the Board should solicit public input, rather than requiring that every Board action require public input.

Response: The RAC would be happy to work further with the Board to identify such a list. Also, see the next item below.

- Applauds the idea of having public involvement in the process but is concerned about having a public comment session at the beginning of every meeting (Recommendation 6.5). Would like to see an example of another legislative body that allows for that kind of involvement.

Response: The RAC continues to feel this recommendation is valuable. Many legislative bodies have a requirement for public hearings for all legislation, even minor legislation (such as the DC Council – see above), while administrative boards often do have public comment at all meetings. At the least, the Board should either take public testimony at a meeting before taking an action in a committee or the full Board (more akin to an administrative board), or should have a separate public input process such as hearings (more akin to a legislature).

- The Board had previously set annual goals for the General Manager, but did not do so with the current General Manager because he only holds the position on an interim basis, and not all goals were made public.

Response: A new recommendation (Recommendation 3.3) has been added to specifically advocate for continuing the practice of setting goals and making these goals public.

Bill Orleans, Prince George's County:

- Supports defining the General Manager as a CEO but opposes the idea in the Board of Trade/Council of Governments report of a "super Board member" as chairman.

Response: The RAC agrees and also does not endorse this element of the BOT/COG report.

Comments received via email

Richard Schlapia, District of Columbia

- Would like the language of Recommendation 2.3 to be stronger to say that members "must" ride rail and bus regularly and take occasional trips on MetroAccess rather than that they "should."

Response: The RAC disagrees that regular ridership be made an absolute requirement for Board service, because depending on geography and schedule, some Board members will not have occasion to be "regular" transit riders.

- Make public a sanitized version of SmarTrip records for each Board member to allow the public to know the extent of each member's transit usage. Generate a public warning to any member who is not using the transit system sufficiently.

Response: Some members felt that this idea had merit, but it was decided not to incorporate this into the report.

- Codify a mechanism for unseating Board members for lack of attendance.

Response: Recommendation 2.4 has been strengthened to further request that appointing authorities codify attendance standards in their own procedures or in the form of resolutions to give them additional weight.

- Clarify the terminology for “principal” and “alternate” members to make clear that alternate members are not “extraneous” and still need to attend.

Response: The standards in Recommendation 2.2 should make clear that attendance by alternate members is important just like for principal members. The specific terminology or confusion stemming from it does not seem to be the cause of the poor attendance.

- The process for members of the public to contact individual Board members is crucial to inform Board members.

Response: This comment affirms Recommendation 6.3.

- Create email newsletters for individual Board members which riders may sign up to receive, like many legislators do.

Response: Email newsletters should not be a requirement, but once individual members gain a responsibility for responding to riders, it is likely they would find email newsletters to be a useful tool.

Jared Hautamaki, Montgomery County

- Board members (aside from the federal members) should be directly elected positions.

Response: The RAC considered this option very strongly when drafting the report, but ultimately chose not to include it based on comments in the discussion sessions with current and former Board members, who described problems experienced by other transit authorities with directly elected boards.

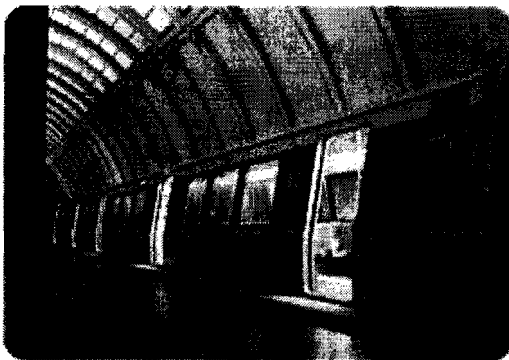
Steve Doerr, City of Alexandria

- Board members should all be daily riders.

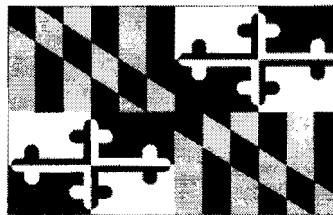
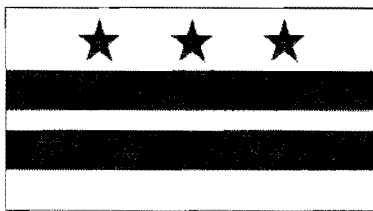
Response: Recommendation 2.3 calls for Board members to ride the system “regularly,” recognizing that all members may not have occasion to use the system on a daily basis.

TRANSFORMING GOVERNANCE OF THE WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

IMPLEMENTATION PLAN AND SCHEDULE FOR WMATA GOVERNANCE REFORM



January 7, 2011



presented by

Interim Director Terry Bellamy
District of Columbia

Secretary Beverley K. Swaim-Staley
State of Maryland

Secretary Sean T. Connaughton
Commonwealth of Virginia

to

Mayor Vincent C. Gray
District of Columbia

Governor Martin O'Malley
State of Maryland

Governor Robert F. McDonnell
Commonwealth of Virginia

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EXECUTIVE SUMMARY

On November 17, 2010, the Joint WMATA Governance Task Force (Task Force), sponsored by the Greater Washington Board of Trade (BOT) and the Metropolitan Washington Council of Governments (COG), issued *Moving Metro Forward: Report of the Joint WMATA Governance Review Task Force*. The Commonwealth of Virginia (VA), the State of Maryland (MD), and the District of Columbia (DC) welcomed the results of the report and remain united in their commitment to work together to advance reforms of WMATA. Since then, WMATA's Riders' Advisory Council (RAC) issued their *Report on Governance of the Washington Metropolitan Area Transit Authority*. Both the Task Force report and the RAC report reflect timely, significant, and thoughtful work on the part of Task Force and RAC members, which MD, DC, and VA, the Signatory jurisdictions to the WMATA Compact (Signatories), applaud.

As indicated in the Task Force report, "A growing number of area leaders and industry experts believe that significant shortcomings in the Washington Metropolitan Area Transit Authority's (WMATA) governance structure have contributed to a serious decline in Metro's performance." This has led to "declining public confidence in the ability of the Metro system to meet the region's needs" that has become "a major concern for regional leaders in both the public and private sectors." Furthermore, an April 2010 report by the Congressional Research Service (CRS) highlighted concerns that the WMATA Board of Directors "lacks the subject expertise and political independence" necessary to make the best decisions for WMATA.

The Signatories agree that while the original framework for the Board may have been appropriate, a new approach is needed to effectively oversee the management and operations of the nation's second largest rail transit system and sixth largest bus network. WMATA must ensure the safety, security and reliability of its services. To accomplish this goal, it is critical that an effective governance structure is in place. MD, VA, and DC must work together with the WMATA Board of Directors, its federal partners, and other stakeholders in the immediate-, medium-, and long-term to make certain that Metro's governance structure strengthens WMATA's role in meeting the mobility needs of the National Capital Region (Region).

On November 23, 2010, then-Mayor-elect Vincent C. Gray, Governor Martin O'Malley, and Governor Robert F. McDonnell directed their transportation executives to develop a comprehensive implementation plan and schedule for WMATA governance within 45 days. To do so, MD Transportation Secretary Beverley K. Swaim-Staley, VA Transportation Secretary Sean T. Connaughton, former District Transportation Director Gabe Klein, and Interim District Transportation Director Terry Bellamy reached out to and solicited input from key stakeholders, including Congressional members that represent WMATA's service area, the WMATA Board Chair, the Tri-State Oversight Committee (TOC), WMATA Interim General Manager Richard Sarles, the Washington Suburban Transit Commission Chair (WSTC), the Northern Virginia Transportation Commission Chair (NVTC), the DC Council Chair, representatives of the General Services Administration (GSA), and the WMATA Riders' Advisory Council (RAC). Due to the limited time to complete this Implementation Plan and Schedule, this outreach was

informal. However, to achieve the goals of the Task Force report, stakeholders were and must continue to be involved.

This Implementation Plan and Schedule is intended to serve as an aggressive response to strong concerns the Governors and Mayor have about WMATA performance and accountability, with immediate actions, as well as a process to resolve longer-term issues. It is a means to presenting concrete actions to be taken by the Signatories and the WMATA Board in the immediate-, medium-, and long-term to address WMATA's governance problems. Many of the recommendations contained in this Implementation Plan and Schedule appear to have wide acceptance among VA, MD, and DC. However, structural changes to the Board membership and WMATA Compact amendments require additional work. Certain questions remain among key stakeholders about those issues, though there appears to be a growing consensus that some actions to improve governance at WMATA are needed. It is important to note that a U.S. Government Accountability Office (GAO) report on WMATA governance was commissioned by U.S. Senator Barbara A. Mikulski, and is expected to be completed by July 1, 2011. This report will inform the U.S. Congress and federal executive branch's approach to WMATA governance and their deliberations on any potential Compact amendments.

The Board should be commended for defining the next General Manager as a Chief Executive Officer, with a clear delineation from the Board's policy-setting role. The Board also recently established a Committee on Governance to review the recommendations of the Task Force report directed to the Board, which also represents a positive step. To further these efforts, this Implementation Plan and Schedule recommends that immediate actions be taken, including urging the WMATA Board of Directors to implement a multi-year, regionally-focused chairmanship, working within the existing Compact. A joint letter will be sent to the WMATA Board to communicate this intent. This would assist in providing a longer-term policy focus of the Board, as well as ensuring a regional approach.

Additionally, the Signatories' Transportation Secretaries and Director will continue as the WMATA Governance Work Group (Work Group), in order to implement some of the recommendations, with appropriate input from appointing authorities, local jurisdictions and stakeholders. The WMATA Board should formally be consulted in the process. While the Task Force recommended creation of a WMATA Governance Commission, the Secretaries and Director believe that, given the questions regarding such structural changes, a non-permanent working group is appropriate to undertake a number of recommendations in the near-term.

Within the first six months of this implementation plan, the Work Group will define roles and responsibilities of the Board and Chair, in consultation with the Board of Directors. These roles and responsibilities may include business and financial planning practices recommended for adoption that will assist the Board in focusing on regional policy-level activities from a long-term perspective. Attaining regional and federal government consensus on roles and responsibilities is a critical step to informing potential future legislative actions. This will require additional outreach to appointing authorities defined in the Compact (WSTC, NVTC, DC Council, and GSA) and other key stakeholders, including partners in the federal executive branch (including GSA and the

U.S. Department of Transportation). Additionally, the Work Group will recommend a coordinated process for appointing Board members, including staggered terms and a uniform compensation policy.

Within the first year of this implementation plan, the Work Group will draft any legislation needed to implement governance changes. Specifying those actions will be the Work Group's detailed, critical thinking and recommendations on roles and responsibilities, stakeholder input, and consultations with the Region's Congressional delegation, as well as federal partners.

Within 24 months, any necessary legislation or WMATA Compact amendments would be the subject of action by the legislative and executive branches of the federal government, and local and state governments in VA, MD, and DC. Although discussions on the amendments will be initiated immediately in the coming year, it is the Signatories' shared understanding, based on prior experience, that it may take at least two years to have the Compact amendments adopted by all three legislative bodies, and the federal government, in identical form.

WMATA GOVERNANCE REFORM IMPLEMENTATION PLAN

IMMEDIATE ACTIONS

There is an immediate need to improve governance, leadership, and accountability at WMATA. The WMATA Board of Directors is scheduled to meet on January 27, 2010. Prior to this meeting, certain members have and will be appointed to take the place of others. During this meeting, the Board would normally select a new Chair, welcome new members, and adopt a new set of Board Procedures. While structural changes to the Board are under consideration and will require additional input, it is clear from the Task Force and RAC reports that WMATA would benefit from immediate action where there is consensus. Therefore, the Board should be notified of regional expectations that certain practices and policies be replaced with others consistent with Task Force and RAC recommendations.

ACTION ITEM #1: Urge WMATA, in writing, to establish a multi-year regional Chairman and implement the Task Force's recommendations directed to the WMATA Board (see **Appendix**, page 14).

MONTHS ONE TO SIX

This phase will focus on defining roles and responsibilities of the Board and Chair, and developing regional and federal government consensus, a critical step in informing any actions to enact structural changes. Fundamental to that is a spirit of cooperation among the Signatories,

which created WMATA. The Governors and Mayor meet regularly on important regional issues, providing a forum for continued discussion about WMATA governance.

Because of the importance of WMATA to the individual Signatory jurisdictions and to the Region, a spirit of cooperation among the WMATA Signatories is critical. As the Task Force pointed out in *Moving Metro Forward*, in April 2010, Governor O'Malley, Governor McDonnell, and then-DC Mayor Adrian Fenty met to agree on a plan of action to cooperatively address WMATA's safety problems, focusing on improvements to the Tri-state Oversight Committee (TOC), the State Safety Oversight (SSO) agency for the WMATA Metrorail system designated under federal law and regulation. As a result of this meeting, the Governors and Mayor granted authority and policy-making discretion to the MD and VA Transportation Secretaries and the Director of the District Department of Transportation (DDOT), as the TOC Executive Committee, to formulate uniform policies and protocols for the TOC and solve oversight issues in a more rapid, efficient manner.

The spirit of cooperation that the Signatories demonstrated through their April 2010 meeting to improve safety at WMATA should continue such that the Governors and Mayor, and their Transportation Secretaries and Director, work together with the appointing authorities to improve governance, leadership, and accountability at WMATA. Establishment of a larger WMATA Governance Commission, as envisioned by the Task Force, however, would be premature without further discussions with the appointing authorities and other stakeholders. Still, it is important that the Governors and Mayor cooperate with key stakeholders to respond to those Task Force recommendations directed to the WMATA Governance Commission for implementation (see **Appendix**, page 14). Key stakeholders include the appointing authorities, representatives from the TOC and RAC, the GSA Administrator, and others who share a vested interest in improving WMATA governance.

During this initial phase of implementation, the MD and VA Transportation Secretaries and DDOT Director will continue as the WMATA Governance Work Group (Work Group), with appropriate input from appointing authorities, local jurisdictions, stakeholders, and the WMATA Board. Its focus will be on critical, deliberative discussions to propose, analyze, and finalize reforms for legislative action and/or Compact amendments that will be pursued for enactment in later phases of implementation.

While not addressed by the Task Force report, the role of the federal government in WMATA governance should be considered, in light of the federal government's unique interest in WMATA with respect to the dedicated funding it provides and the significant role WMATA's transit systems play in transporting the federal workforce. Such consideration will be undertaken in consultation with federal partners, including points of contact in the federal executive branch (GSA Administrator and U.S. Department of Transportation).

It is also important during the initial phase of implementation to consider two other issues not addressed in the Task Force report, in consultation with key stakeholders and regional and federal partners. This includes the RAC recommendation that the Board be required to focus on high-

level policy and objectives, act as a regional body so that WMATA staff responds less to guidance from individual members outside of official regional action, and decide matters through a clear, accessible public input process (see **Appendix**, page 15). Second, consideration should be given to safety-related Compact amendments (either through a new SSO Compact or through WMATA Compact amendments) that provide for a legal SSO entity with enforcement powers, as recommended by the Governors and Mayor in April 2010 as a long-term means to enhance safety oversight of WMATA's Metrorail system (see **Appendix**, page 15). During this time, the TOC Executive Committee will continue to meet regularly to address safety issues at WMATA and advise the Governors and Mayor of issues and concerns that may need their level of attention.

ACTION ITEM #2: The Work Group will report back within six months to the Governors and Mayor with:

- Defined roles and responsibilities for the Board and Chair, including a recommendation on whether and how to require the Board to focus on high-level policy and objectives, and act as a regional body so that it takes official regional, rather than unofficial individual, action;
- A recommended coordinated process for appointing Board members with an appropriate mix of attributes and qualifications, including staggered terms and a uniform compensation process;
- A recommendation on whether the jurisdictional veto should be limited through legislative action and/or Compact amendments, based on consultations with the Board's Governance Committee;
- A recommendation on whether to establish a legal SSO entity with enforcement powers;
- A recommendation on whether and how to require the Board to decide matters through a clear, accessible public input process;
- A defined role for the federal government in WMATA governance, in light of its unique interest in WMATA, based on consultations with points of contact identified in the federal executive branch; and
- Implementation options to achieve reform.

The Work Group will seek to provide these recommendations to the Governors and Mayor with formal input from the WMATA Board and key stakeholders. The process should allow for public participation.

ACTION ITEM #3: The Work Group will engage the WMATA Board's Governance Committee in order to assist the Board in implementing recommended reforms that require Board action.

MONTHS SEVEN TO TWELVE

This phase will include developing any legislation or Compact amendments that are absolutely necessary to agreed-upon WMATA governance reforms. A number of Task Force recommendations will require the Executives of the Signatories to coordinate consideration of the issues they seek to address, in consultation with local jurisdictions, the MD, VA, and DC Congressional delegations, and the federal executive branch. This includes coming to agreement

prior to pursuing Compact amendments on how the Governors, Mayor, and GSA will coordinate the process for appointing Board members, the role of alternate members, and firmly defining the roles and responsibilities of the Board and Chair. Such agreement must, at minimum, come from the Signatories, area delegation members, and the federal executive branch since MD, VA, and DC, and the federal government must enact Compact-amending legislation containing identical language.

These and other reforms will be the subject of actions taken by the Signatory jurisdictions, in consultation with local jurisdictions, the MD, VA, and DC Congressional delegation, and federal executive branch agencies (including GSA and DOT) in the first twelve months of implementation to prepare the way for the adoption of Compact amendments during the 2012 state legislative sessions in MD and VA.

ACTION ITEM #4: The Work Group will develop any draft legislation needed to implement reforms. This will follow consultations with the Congressional delegation, federal executive branch agencies, appointing authorities and local jurisdictions in the Region. Consultations will focus on the role of alternate members, Board member terms and/or term limits, qualifications and the selection process for the Chair. Federal interests should also be considered, including appropriate federal participation on the Board, given the dedicated funding the federal government provides to WMATA and the significant role WMATA's transit systems play in the effectiveness and efficiency of the federal workforce in the Region. Implementation of reforms may take the form of Compact amendments, and/or local and state legislation. The intent of this action is to ensure consensus on any necessary Compact amendment language prior to the Signatories' 2012 legislative sessions.

ACTION ITEM #5: Introduce and enact local and state legislation identified as appropriate vehicles for WMATA governance reform.

ACTION ITEM #6: Draft and finalize Compact amendments that would reflect the outcome of consultations with the Congressional delegation, federal executive branch agencies, and all the Appointing Authorities and local jurisdictions in the Region.

MONTHS THIRTEEN TO TWENTY-FOUR

Any absolutely necessary legislation or WMATA Compact amendments would be the subject of action by the legislative and executive branches of the federal government, and local and state governments in VA, MD, and DC. Based on prior experience, it may take at least two years to have the Compact amendments adopted by all three legislative bodies, and the federal government, in identical form.

ACTION ITEM #7: Finalize and advocate for enactment of the Compact amendments.

WMATA GOVERNANCE REFORM

WORK PLAN IMPLEMENTATION SCHEDULE

January 2011 <i>Immediate Action Items</i>	<ul style="list-style-type: none"> • Communicate to WMATA Board regional expectations that they implement procedural reforms. • Establish WMATA Governance Work Group.
January through June 2011 <i>Defining roles and responsibilities</i>	<ul style="list-style-type: none"> • Board of Directors to implement procedural changes. • Workgroup to report back with: <ul style="list-style-type: none"> - Defined roles and responsibilities for the Board and Chair, including a recommendation on whether and how to require the Board to focus on high-level policy and objectives, and act as a regional body so that it takes official regional action; - A recommended coordinated process for appointing Board members with an appropriate mix of attributes and qualifications, including staggered terms and a uniform compensation process; - A recommendation on whether the jurisdictional veto should be limited through legislative action and/or Compact amendments, based on consultations with the Board's Governance Committee; - A recommendation on whether to establish a legal SSO entity with enforcement powers; - A recommendation on whether and how to require the Board to decide matters through a public input process; - A defined role for the federal government in WMATA governance, in light of its unique interest in WMATA, based on consultations with points of contact identified in the federal executive branch; and - Implementation options to achieve reform. • Workgroup to seek input from WMATA Board, NVTC, WSTC, Congressional staff, legislators, the federal Executive branch, other stakeholders and the public. • Review GAO report on WMATA Governance; develop and evaluate benefits of alternatives for implementation of structural changes.
July through December 2011 <i>Agreement on structural changes, draft legislation</i>	<ul style="list-style-type: none"> • The Governors and Mayor will meet in Summer 2011 to finalize agreement on legislative steps and any necessary structural changes, and communicate regional expectations to the WMATA Board. • Draft legislation to implement structural changes.
January through December 2012 <i>Legislative action</i>	<ul style="list-style-type: none"> • Introduce any necessary legislation for January 2012 legislative sessions. • Seek federal approval of Compact amendments.

Summary of Joint Task Force Recommendations and Recommended Actions

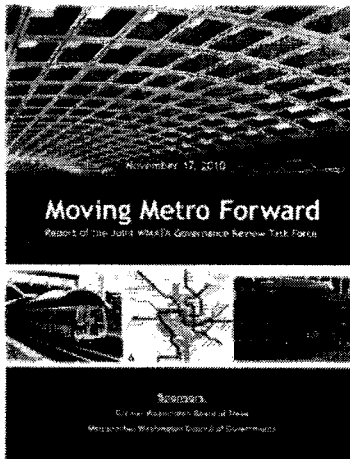
Board of Trade Recommendations	Comments	Recommended Action
Delineation of Responsibilities		
Create a WMATA Governance Commission.	Decisions on structural changes require consultations with the Congressional delegation. Some Task Force-recommended tasks for the Governance Commission are short-term in nature and can be achieved through other means.	Create a jurisdictional Work Group to undertake Task Force-recommended tasks for the Governance Commission.
Define the Board's responsibilities.	Implement. Regional consensus will benefit the Board.	Work Group to take action, in consultation with key stakeholders and federal partners.
Define the General Manager as the Chief Executive Officer.	The Board has already implemented this through their December 16, 2010 resolution and their recruitment process for the next WMATA General Manager.	Completed.
Composition of the Board		
Implement a coordinated process for appointing a Board with the right balance of attributes.	Such a process should be defined.	Work Group to take action, in consultation with key stakeholders and federal partners.
Amend the Compact to enable selection of the most qualified Board members.	There should be agreement on Board member qualifications and a process to achieve the appropriate balance of attributes. This recommendation may or may not require Compact amendments.	Work Group to take action, in consultation with key stakeholders and federal partners.
The Board should immediately restore the role of alternate members to that stated in the Compact.	The Board's Governance Committee is reviewing, having requested WMATA's General Counsel to provide a legal opinion on the role of alternates by January 16, 2011.	Work Group to take action, in consultation with key stakeholders and federal partners.
The Signatories should eliminate the role of alternates and increase the number of primary members from 2 to 3 for each Appointing Authority. One member should be designated by the Chief Executive of each Signatory.	Decisions on structural changes to the Board should occur following consultation with the delegation and definitions of roles and responsibilities.	Work Group to take action, in consultation with key stakeholders and federal partners.

Board of Trade Recommendations	Comments	Recommended Action
Composition of the Board (continued)		
The WMATA Governance Commission should introduce 4-year terms, staggered to ensure stability, including a maximum of one renewal.	This recommendation has merit and will be considered as part of the definition of a coordinated appointment process.	Work Group to take action, in consultation with key stakeholders and federal partners.
The WMATA Governance Commission should develop a uniform compensation policy.	Compensation levels need to take into account how jurisdictions treat this matter for similar Boards and Commissions.	Work Group to take action, in consultation with key stakeholders and federal partners.
Role of the Chair		
Develop a role description for the Board Chair.	Implement. Regional consensus will benefit the Board.	Work Group to take action, in consultation with key stakeholders and federal partners.
The Board should end the custom of rotating the Chairmanship and select a regionally-focused Chair from among its members, immediately under existing Compact.	Implement.	Executives to urge Board to implement immediately under existing Compact.
The Board should increase the term length of the Chair from one to two years.	Implement. The Compact requires an annual election of the Chair, but this recommendation may be implemented through Board policy.	Executives to urge Board to implement immediately under existing Compact.
The Signatories should amend the Compact to allow for selection of a Chair from outside the Board's membership, increase the Chair's term to 4 years, and agree on appropriate compensation for the Chair.	Decisions on structural changes to the Board should occur following consultation with the delegation and definitions of roles and responsibilities.	Work Group to take action, in consultation with key stakeholders and federal partners.
Decision-Making		
The Board should adopt a policy to limit use of the veto to matters relating to the budget or to system expansion.	The MD, VA, and DC transportation executives support a review of appropriate use of the veto. The Board's Governance Committee is reviewing the issue, having requested WMATA's General Counsel to provide a legal opinion on the role of the jurisdictional veto by January 16, 2011.	Executives will urge the Board to complete their review of the issue and provide input to the Signatories.
The Signatories should determine the appropriate role of the jurisdictional veto in WMATA's decision-making process and give serious consideration to eliminating it entirely through a Compact amendment.		Work Group to take action, in consultation with key stakeholders and federal partners.

Board of Trade Recommendations	Comments	Recommended Action
Decision-Making (continued)		
The Board should adopt a policy that all changes to committees and procedures require a majority vote, and establish a committee structure that is better-suited to WMATA's challenges, including committees on governance, safety and customer relations.	The Board created a Governance Committee, and has tasked it with reviewing the Task Force and RAC recommendations, as well as recommending a standing set of bylaws formalizing the Board's committee structure.	Executives to urge Board to implement immediately under existing Compact.
The Board should develop an orientation process and other leadership activities for Board members.	The Board's Governance Committee is to develop an orientation process.	Executives to urge Board to implement immediately under existing Compact.

APPENDIX:

SUMMARY OF JOINT TASK FORCE, RAC, AND SAFETY OVERSIGHT RECOMMENDATIONS



“The [Joint] Task Force recommends that the WMATA Governance Commission take the following actions in the immediate future, working within the terms of the Compact:

- ❖ Clearly define the Board’s responsibilities and set a uniform role description for Board members
- ❖ Clearly define the Chair’s responsibilities and role description
- ❖ Agree to and implement a coordinated process for appointing a WMATA Board with the right balance of attributes to serve Metro and the region
- ❖ Introduce staggered, 4-year terms, including a maximum of one renewal, for all Board members
- ❖ Develop a uniform compensation policy for all Board members to address inconsistencies in the current arrangements”

“The [Joint] Task Force recommends that the WMATA Board take the following actions in the immediate future to improve the functionality of the Board and its relationship with the General Manager and WMATA staff:

- ❖ Define the General Manager as WMATA’s Chief Executive Officer and give him or her clear authority and autonomy to oversee day-to-day management of WMATA
- ❖ Restore the role of alternate members to that stated in the Compact, which provides for their participation only when primary members are absent
- ❖ End the custom of annual rotation of the Chairmanship and select a regionally-focused Chair from among its membership
- ❖ Increase the term of the Chair from one to two years
- ❖ Adopt a policy to limit use of the veto to matters relating to the budget or to system expansion
- ❖ Adopt a policy that all changes in committees and procedures require a majority vote of the Board and establish a formal committee structure with committees on governance, safety, and customer relations at a minimum
- ❖ Develop an orientation process and other leadership activities for Board members”

“The [Joint] Task Force recommends that the Signatories to the WMATA Compact initiate action to make the following changes to the Compact:

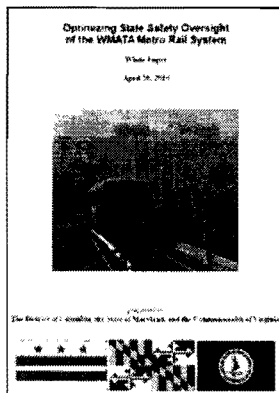
- ❖ Give the Appointing Authorities greater flexibility to select the most qualified Board members, whether they be elected or non-elected
- ❖ Eliminate the role of alternates and increase the number of primary members from two to three for each Appointing Authority, resulting in a 12-member Board, with one member appointed by the Chief Executive of each Signatory
- ❖ Enable the WMATA Governance Commission to appoint a Chair from outside the Board’s membership, agree on the compensation for the Chair, and increase the length of the Chair’s term to four years
- ❖ Determine the appropriate role for the veto in WMATA’s decision-making process, and give serious consideration to eliminating it entirely”



"The following recommendations in the RAC report were not addressed in the BOT/COG report, but we urge implementation:

- **The Board should focus on high-level policy and objectives.**
- **The Board should act as a body and staff should respond less to guidance from individual members outside of official action.**
- **Board decision-making should include a clear and accessible public input process."**

-- Dec. 1, 2010 Response to COG and BOT Report on WMATA Governance, p. 6



"The Metro Safety Commission would provide for the safety oversight of the WMATA Metro Rail system, having the power to conduct and enforce the safety oversight of Metro, sue and be sued, and hire and fire staff. In this way, the MSC would ensure that all issues identified, from policy to staff-level, are no longer facilitated and processed by the three jurisdictions individually. The MSC, under its legal authority, would promulgate its own policies, rules, and regulations that dictate staff-level decisions and ensure that the MSC can effectively respond to critical oversight issues in a timely manner."

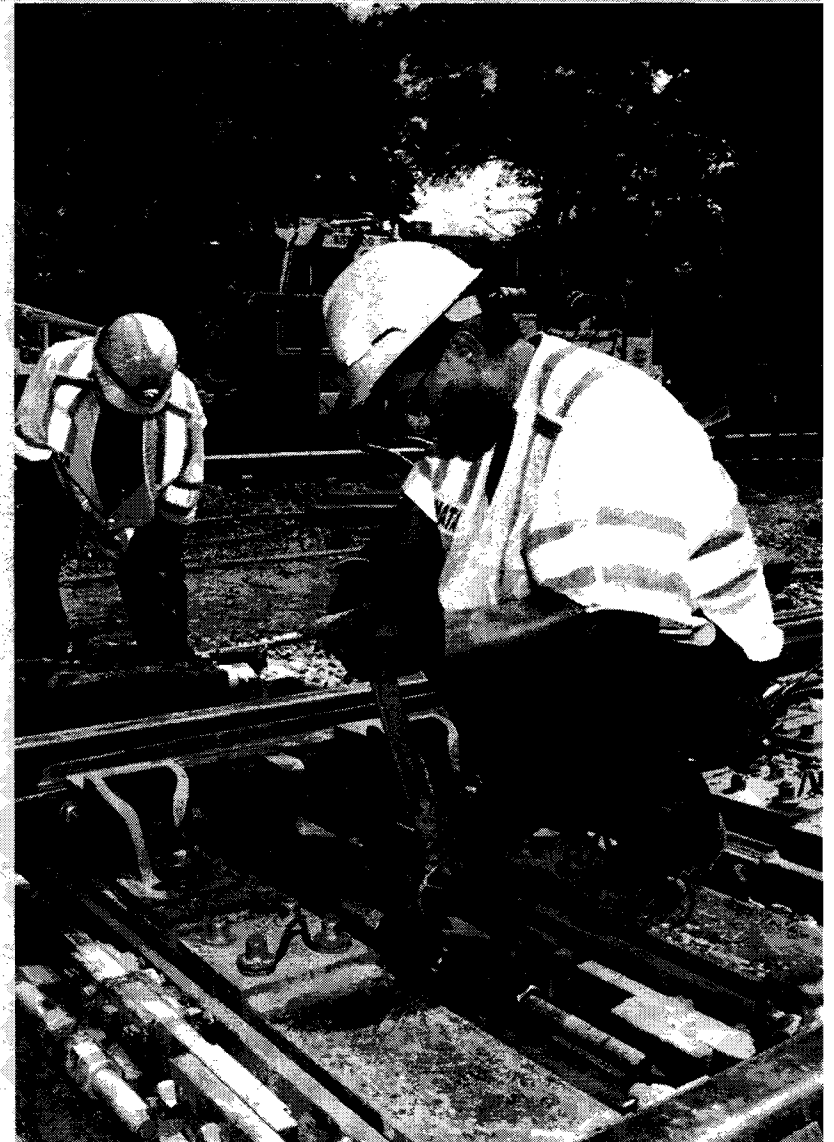
-- *Optimizing State Safety Oversight of the WMATA Metro Rail System*, p. 6

Building a Safety Culture

Montgomery County Council
Transportation, Infrastructure, Energy &
Environment Committee

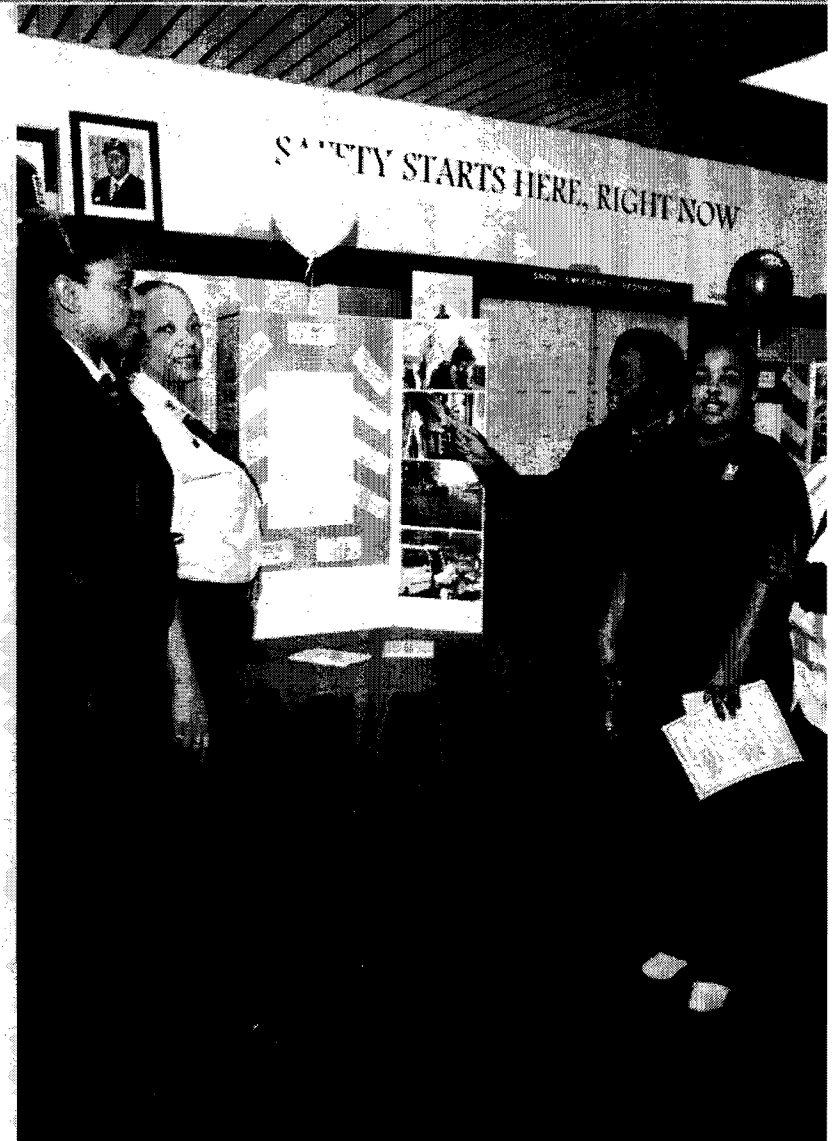
James Dougherty
Chief Safety Officer
January 31, 2011

- Safety culture must be led not imposed.
- **Defined:** *The safety culture of an organization is **the product of individual and group values, attitudes, perceptions, competencies and patterns of behavior that determine the commitment to, and the style and proficiency of, an organization's health and safety management.** (federal working group)*
- **Objective:** embed safety values in every WMATA employee so that safety is at the center of all actions and business practices.



Board and executive management working to integrate safety at all levels.

- Strategic Investments – Infrastructure State of Good Repair, equipment maintenance, personnel
- Safety-centered policy decisions
- Set example and hold management accountable
- Stress individual responsibility
- Create safe climate for reporting concerns
- Engage the entire workforce



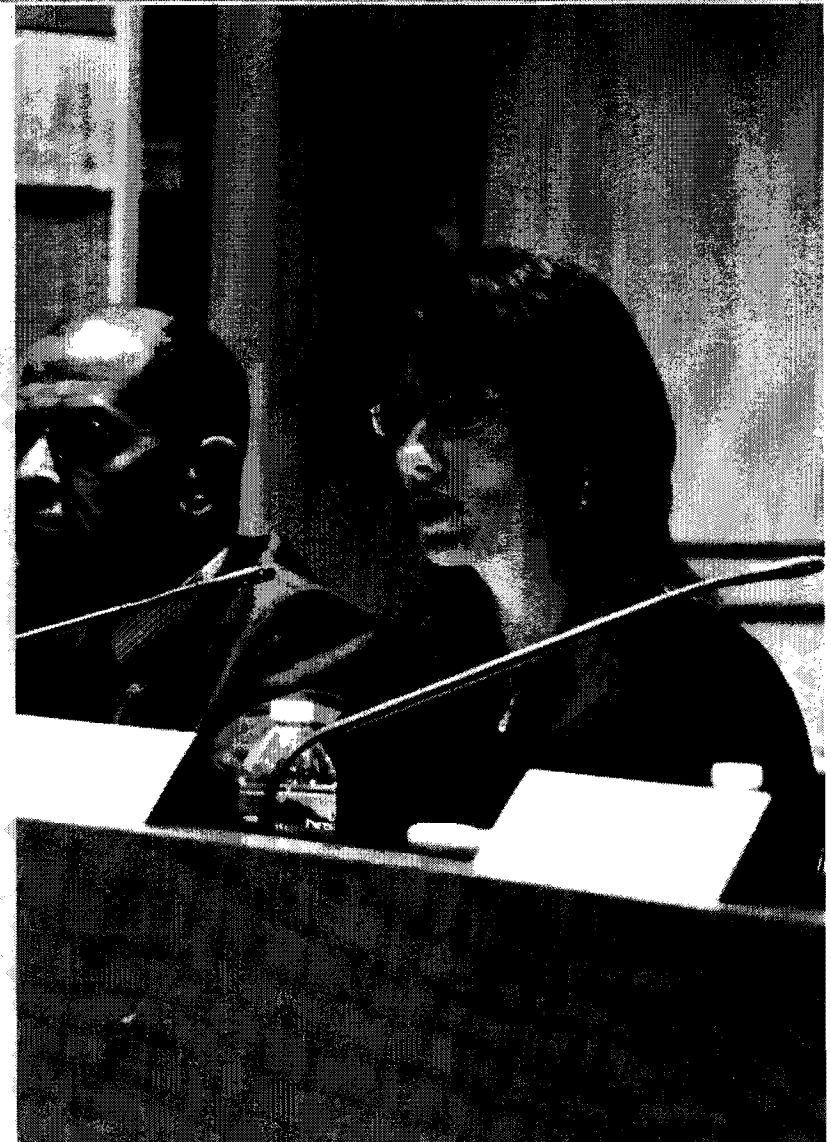
Board approved capital program that:

- First addresses NTSB recommendations by dedicating more than \$1 Billion
- Prioritizes State of Good Repair
 - Infrastructure
 - New rolling stock

Board Safety Committee established

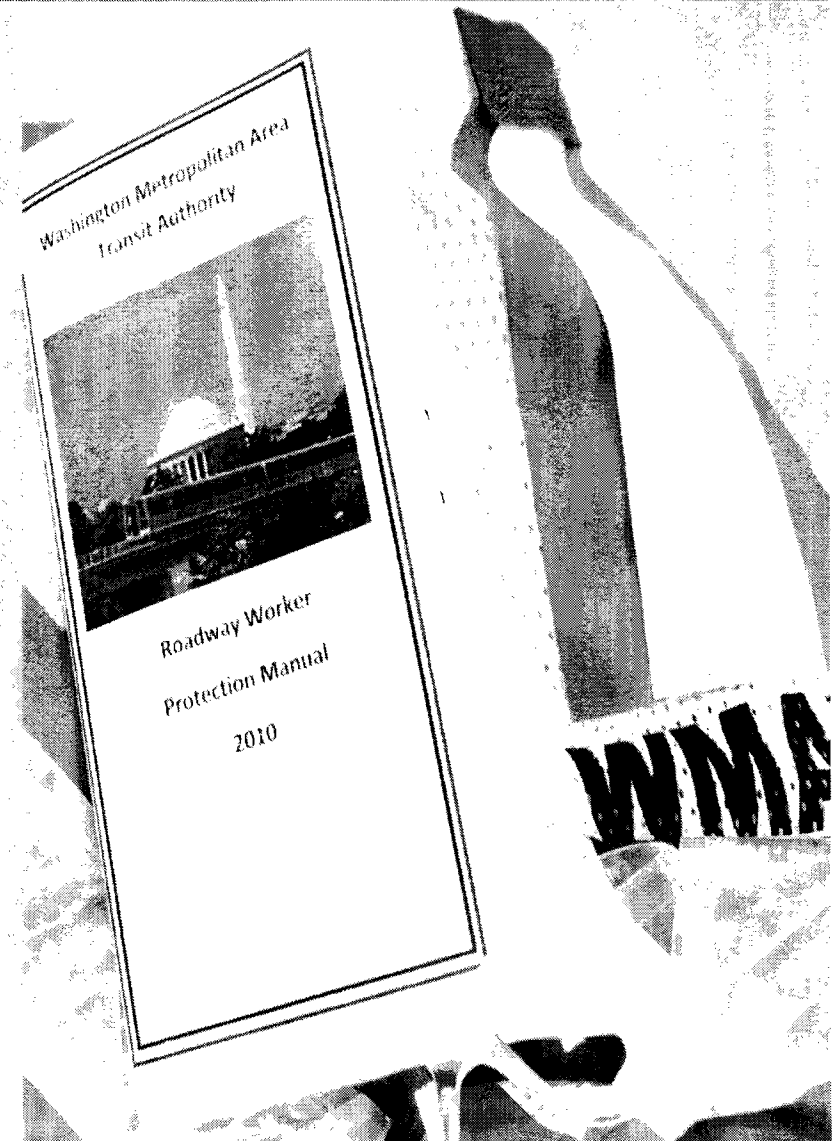
Mission statement revised

NTSB, Federal Transit Administration and Independent assessments provide consideration for path forward

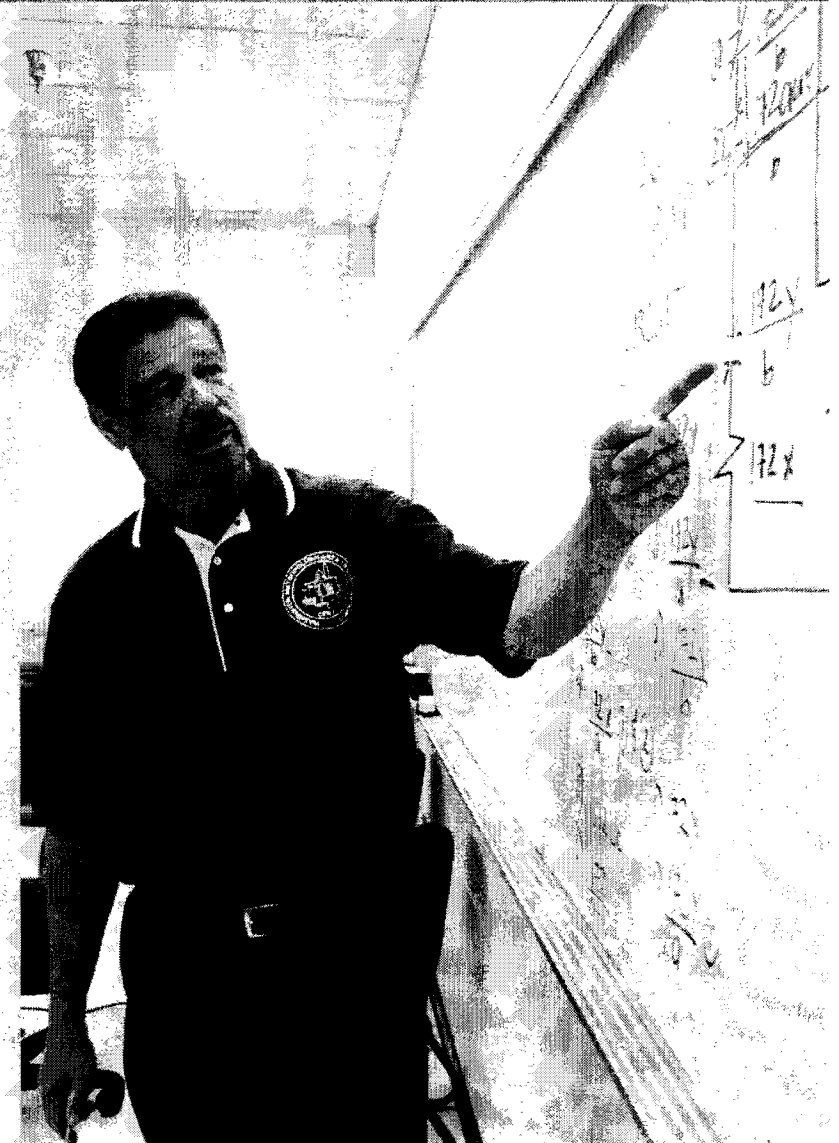




- New Roadway Worker Protection (RWP) Manual
- Training
- Revised System Safety Plans
- Reinforced Tri-State Oversight Committee (TOC) relationship
- Strengthened partnerships with NTSB & governmental bodies
- Began rebuilding public trust



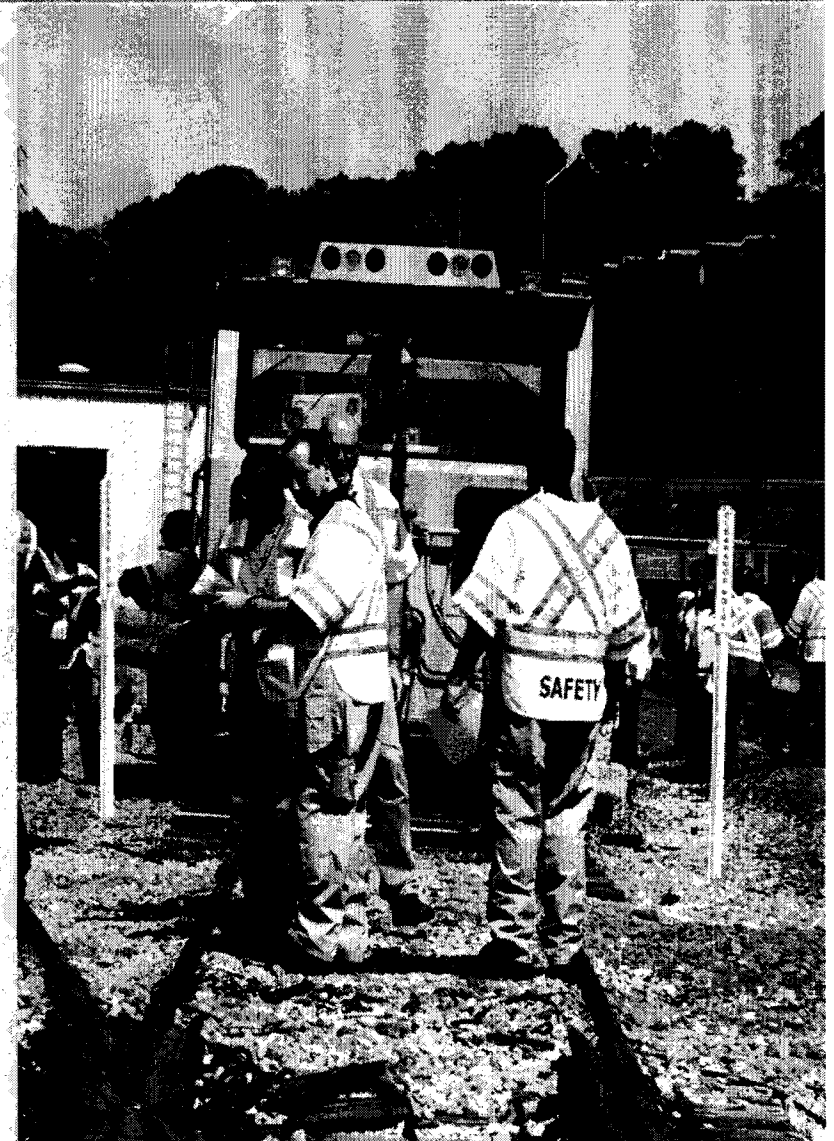
- Increased staffing by 40% with more than 230 years of expertise drawn from various transit properties, as well as in-house
- Strengthened field support of operations
- Enhanced local safety committees
- Revised accident Investigation policy
- Developed incident tracking and safety measurement database
- Established hazard management program



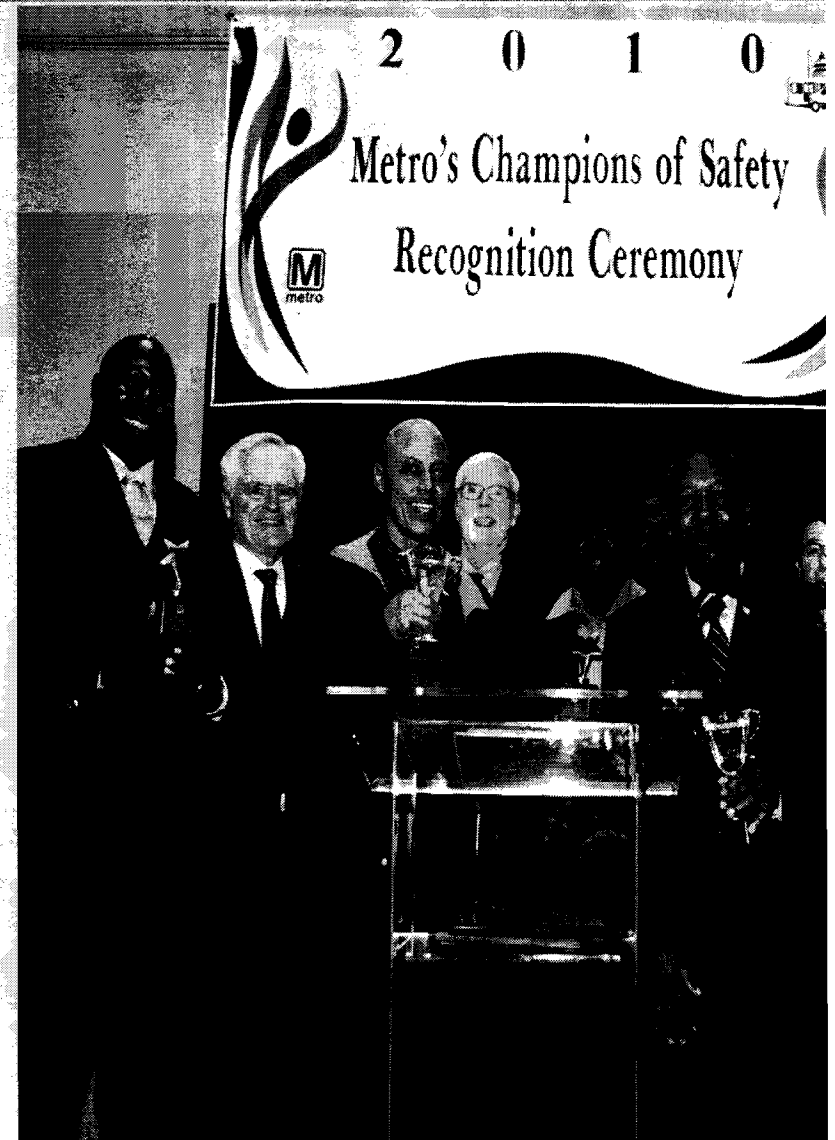
Established Safety Hotline

- Anonymous or provide contact
- Defects, anomalies, near misses
- Strengthened Whistleblower Policy

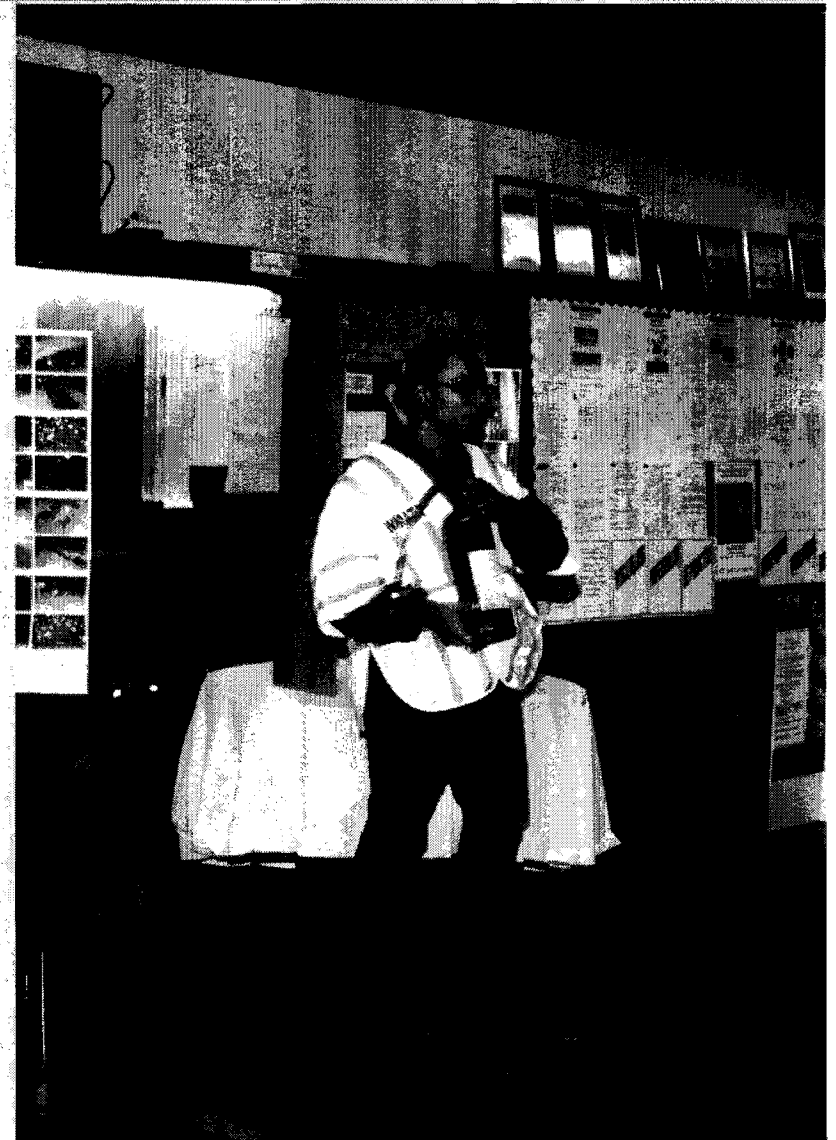
Advancing Close Call Program with Labor



- Safety culture survey — baseline of how safety is perceived by rank and file
- 98% participation
- Begins engagement by soliciting information and opinions
- Complete feedback loop to/from employees
- Recognize success — Champions of Safety Program



- GM/CSO direct, daily reporting
- GM safety messages through ELT, field visits, intranet, weekly employee online communications
- Public transparency through Vital Signs
- Recognition programs
- Survey roll out/agencywide safety campaign
- Link data indicators & trends to management actions
- Safety Bulletins & Notices—e.g. safety awareness, lessons learned and technical



- Dozens of actions in less than a year's time.
- NTSB recognized WMATA for progress during recent Congressional hearings
- Booz Allen Hamilton reported SAFE is the second largest safety department in comparison to peer agencies
- Unwavering focus required
- 2011 steps:
 - Aggressively implementing capital program to restore State of Good Repair
 - Agency wide safety campaign to promote awareness and mandate safe work practices
 - Continuing training
 - Enhancing business processes
 - Implementing hazard management program
 - Continual safety communication for all Metro employees and communities we serve

